

Exhibit C

Detailed Description of Professional Fees and Hours by Matter Category
from November 3, 2024 through November 30, 2024

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Project Code	Description	Amount
20012136PA0002.1.1	Chapter 11 Process / Case Management	68,172.00
20012136PA0002.1.2	DIP Financing	29,796.00
20012136PA0002.1.3	Cash / Liquidity Matters	218,241.50
20012136PA0002.1.4	Communication & Meetings with Interested Parties	57,606.00
20012136PA0002.1.5	U.S. Trustee / Court Reporting Requirements	221,972.00
20012136PA0002.1.6	Business Plan / Analysis	100,970.50
20012136PA0002.1.9	Plan & Disclosure Statement	4,616.00
20012136PA0002.1.10	Transaction Support	8,520.00
20012136PA0002.1.11	Business Operations	72,225.00
20012136PA0002.1.13	Vendor Management	304,233.50
20012136PA0002.1.14	Executory Contracts	89,089.50
20012136PA0002.1.15	Claims Process / Avoidance Actions	544.00
20012136PA0002.1.16	Adversary Proceedings & Contested Matters	12,780.00
20012136PA0002.1.17	Preparation for / Attend Court Hearings	75,514.00
20012136PA0002.1.18	Discovery	53,458.00
20012136PA0002.1.19	Retention Applications & Relationship Disclosures	9,914.50
20012136PA0002.1.21	Officer Duties	157,500.00
20012136PA0002.1.24	Due Diligence Support	22,144.50
20012136PA0002.1.25	American Freight GOB Process	201,203.50
20012136PA0002.1.26	Accounting Advisory	10,550.00
20012136PA0002.1.31	Travel Time	660.00
Total Fees Incurred		<u>USD 1,719,710.50</u>



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Re: Chapter 11 Process / Case Management
Code: 20012136PA0002.1.1

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	DL	Call with D. Lorenzo and M. Bernstein (both APS) re: status of filings and next steps for First Day hearing	0.3
11/04/2024	MB	Call with D. Lorenzo and M. Bernstein (both APS) re: status of filings and next steps for First Day hearing	0.3
11/04/2024	DL	Call with S. Deshpande and D. Lorenzo (both APS) re: status of filings and next steps for First Day hearing	0.5
11/04/2024	CS	Meeting with R. Blokh, T. Grossman, D. Kelsall, H. Colvin, J. Shen, S. Cherian, N. Jabin, J. Diioso, M. Bernstein, D. Dholakia, C. Shen, R. Aurand (APS) re: FRG - APS Daily Touch Base	0.5
11/04/2024	DK	Meeting with R. Blokh, T. Grossman, D. Kelsall, H. Colvin, J. Shen, S. Cherian, N. Jabin, J. Diioso, M. Bernstein, D. Dholakia, C. Shen, R. Aurand (APS) re: FRG - APS Daily Touch Base	0.5
11/04/2024	DD	Meeting with R. Blokh, T. Grossman, D. Kelsall, H. Colvin, J. Shen, S. Cherian, N. Jabin, J. Diioso, M. Bernstein, D. Dholakia, C. Shen, R. Aurand (APS) re: FRG - APS Daily Touch Base	0.5
11/04/2024	HC	Meeting with R. Blokh, T. Grossman, D. Kelsall, H. Colvin, J. Shen, S. Cherian, N. Jabin, J. Diioso, M. Bernstein, D. Dholakia, C. Shen, R. Aurand (APS) re: FRG - APS Daily Touch Base	0.5
11/04/2024	JS	Meeting with R. Blokh, T. Grossman, D. Kelsall, H. Colvin, J. Shen, S. Cherian, N. Jabin, J. Diioso, M. Bernstein, D. Dholakia, C. Shen, R. Aurand (APS) re: FRG - APS Daily Touch Base	0.5
11/04/2024	JD	Meeting with R. Blokh, T. Grossman, D. Kelsall, H. Colvin, J. Shen, S. Cherian, N. Jabin, J. Diioso, M. Bernstein, D. Dholakia, C. Shen, R. Aurand (APS) re: FRG - APS Daily Touch Base	0.5
11/04/2024	MB	Meeting with R. Blokh, T. Grossman, D. Kelsall, H. Colvin, J. Shen, S. Cherian, N. Jabin, J. Diioso, M. Bernstein, D. Dholakia, C. Shen, R. Aurand (APS) re: FRG - APS Daily Touch Base	0.5
11/04/2024	NJ	Meeting with R. Blokh, T. Grossman, D. Kelsall, H. Colvin, J. Shen, S. Cherian, N. Jabin, J. Diioso, M. Bernstein, D. Dholakia, C. Shen, R. Aurand (APS) re: FRG - APS Daily Touch Base	0.5
11/04/2024	RB	Meeting with R. Blokh, T. Grossman, D. Kelsall, H. Colvin, J. Shen, S. Cherian, N. Jabin, J. Diioso, M. Bernstein, D. Dholakia, C. Shen, R. Aurand (APS) re: FRG - APS Daily Touch Base	0.5
11/04/2024	RA	Meeting with R. Blokh, T. Grossman, D. Kelsall, H. Colvin, J. Shen, S. Cherian, N. Jabin, J. Diioso, M. Bernstein, D. Dholakia, C. Shen, R. Aurand (APS) re: FRG - APS Daily Touch Base	0.5
11/04/2024	SC	Meeting with R. Blokh, T. Grossman, D. Kelsall, H. Colvin, J. Shen, S. Cherian, N. Jabin, J. Diioso, M. Bernstein, D. Dholakia, C. Shen, R. Aurand (APS) re: FRG - APS Daily Touch Base	0.5
11/04/2024	TG	Meeting with R. Blokh, T. Grossman, D. Kelsall, H. Colvin, J. Shen, S. Cherian, N. Jabin, J. Diioso, M. Bernstein, D. Dholakia, C. Shen, R. Aurand (APS) re: FRG - APS Daily Touch Base	0.5
11/04/2024	JD	Review and compiled supporting documentation for first day pleadings	1.2
11/04/2024	DL	Review court docket documents	0.2

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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	JD	Review final filed versions of first day motions and proposed interim orders on the docket	1.0
11/04/2024	TX	Review First Day motions and lender deck materials	2.2
11/05/2024	DL	Attend meeting with S. Deshpande, J. Dioso. B. Muratov, H. Colvin, D. Lorenzo, M. Bernstein, M. Konop (APS) re: case management workstream update	0.5
11/05/2024	HC	Attend meeting with S. Deshpande, J. Dioso. B. Muratov, H. Colvin, D. Lorenzo, M. Bernstein, M. Konop (APS) re: case management workstream update	0.5
11/05/2024	JD	Attend meeting with S. Deshpande, J. Dioso. B. Muratov, H. Colvin, D. Lorenzo, M. Bernstein, M. Konop (APS) re: case management workstream update	0.5
11/05/2024	MB	Attend meeting with S. Deshpande, J. Dioso. B. Muratov, H. Colvin, D. Lorenzo, M. Bernstein, M. Konop (APS) re: case management workstream update	0.5
11/05/2024	MK	Attend meeting with S. Deshpande, J. Dioso. B. Muratov, H. Colvin, D. Lorenzo, M. Bernstein, M. Konop (APS) re: case management workstream update	0.5
11/05/2024	SD	Attend meeting with S. Deshpande, J. Dioso. B. Muratov, H. Colvin, D. Lorenzo, M. Bernstein, M. Konop (APS) re: case management workstream update	0.5
11/05/2024	BM	Attend meeting with S. Deshpande, J. Dioso. B. Muratov, H. Colvin, D. Lorenzo, M. Bernstein, M. Konop (APS) re: case management workstream update	0.5
11/05/2024	DL	Review First Day Declaration	0.8
11/05/2024	DL	Review docket and newly filed documents	0.2
11/07/2024	DL	Review docket for newly filed documents	0.1
11/07/2024	DK	Teleconference with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, S. Deshpande (APS), A. Kaminsky and others (FRG), D. Sinclair and others (WFG), C. Grubb and others (Ducera) re: First Day Hearing Outcome and near term action points	0.8
11/07/2024	RB	Teleconference with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, S. Deshpande (APS), A. Kaminsky and others (FRG), D. Sinclair and others (WFG), C. Grubb and others (Ducera) re: First Day Hearing Outcome and near term action points	0.8
11/07/2024	SD	Teleconference with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, S. Deshpande (APS), A. Kaminsky and others (FRG), D. Sinclair and others (WFG), C. Grubb and others (Ducera) re: First Day Hearing Outcome and near term action points	0.8
11/07/2024	TG	Teleconference with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, S. Deshpande (APS), A. Kaminsky and others (FRG), D. Sinclair and others (WFG), C. Grubb and others (Ducera) re: First Day Hearing Outcome and near term action points	0.8



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11/08/2024	CS	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, M. Konop (APS) re: FRG APS Daily Touch Base	0.5
11/08/2024	DK	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, M. Konop (APS) re: FRG APS Daily Touch Base	0.5
11/08/2024	DL	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, M. Konop (APS) re: FRG APS Daily Touch Base	0.5
11/08/2024	HC	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, M. Konop (APS) re: FRG APS Daily Touch Base	0.5
11/08/2024	JD	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, M. Konop (APS) re: FRG APS Daily Touch Base	0.5
11/08/2024	MB	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, M. Konop (APS) re: FRG APS Daily Touch Base	0.5
11/08/2024	MK	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, M. Konop (APS) re: FRG APS Daily Touch Base	0.5
11/08/2024	RB	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, M. Konop (APS) re: FRG APS Daily Touch Base	0.5
11/08/2024	RA	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, M. Konop (APS) re: FRG APS Daily Touch Base	0.5
11/08/2024	SC	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, M. Konop (APS) re: FRG APS Daily Touch Base	0.5
11/08/2024	TG	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, M. Konop (APS) re: FRG APS Daily Touch Base	0.5
11/08/2024	DL	Review docket and newly filed documents	0.1
11/08/2024	JD	Review final docketed versions of adjusted interim orders and other pleadings	1.0
11/09/2024	DK	Review of post petition workstreams action points	0.2
11/11/2024	DL	Call with D. Lorenzo, J. Diioso and M. Steele (all APS) re: onboarding to engagement	0.7
11/11/2024	BM	Meeting with R. Blokh, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei (APS) re: FRG APS Daily Touch Base	0.2
11/11/2024	CS	Meeting with R. Blokh, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei (APS) re: FRG APS Daily Touch Base	0.2



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11/11/2024	DL	Meeting with R. Blokh, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei (APS) re: FRG APS Daily Touch Base	0.2
11/11/2024	HC	Meeting with R. Blokh, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei (APS) re: FRG APS Daily Touch Base	0.2
11/11/2024	JD	Meeting with R. Blokh, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei (APS) re: FRG APS Daily Touch Base	0.2
11/11/2024	MB	Meeting with R. Blokh, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei (APS) re: FRG APS Daily Touch Base	0.2
11/11/2024	MK	Meeting with R. Blokh, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei (APS) re: FRG APS Daily Touch Base	0.2
11/11/2024	RB	Meeting with R. Blokh, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei (APS) re: FRG APS Daily Touch Base	0.2
11/11/2024	RA	Meeting with R. Blokh, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei (APS) re: FRG APS Daily Touch Base	0.2
11/11/2024	SC	Meeting with R. Blokh, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei (APS) re: FRG APS Daily Touch Base	0.2
11/11/2024	SD	Meeting with R. Blokh, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei (APS) re: FRG APS Daily Touch Base	0.2
11/11/2024	TX	Meeting with R. Blokh, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei (APS) re: FRG APS Daily Touch Base	0.2
11/11/2024	WW	Meeting with R. Blokh, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei (APS) re: FRG APS Daily Touch Base	0.2
11/11/2024	DK	Teleconference with D. Orlofsky, D. Kelsall (APS), A. Laurence and A. Kaminsky (FRG) re: Case strategy	0.7
11/11/2024	DK	Teleconference with D. Orlofsky, D. Kelsall (APS), D. Sinclair (WFG) re: Case strategy	0.1
11/11/2024	DK	Teleconference with R. Blokh, D. Kelsall (APS) re: Case progress and early developments	0.3
11/11/2024	RB	Teleconference with R. Blokh, D. Kelsall (APS) re: Case progress and early developments	0.3
11/11/2024	DL	Transmit FDM's, Orders and cash management files to M. Steele (APS)	0.2

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11/12/2024	DK	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, S. Cherian, R. Aurand (APS), A. Kaminsky and others (Franchise Group), K. Patel and others (Ducera), J. Lin and others (Wilkie) re: Franchise Group and Internal Advisors catch-up	0.4
11/12/2024	RA	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, S. Cherian, R. Aurand (APS), A. Kaminsky and others (Franchise Group), K. Patel and others (Ducera), J. Lin and others (Wilkie) re: Franchise Group and Internal Advisors catch-up	0.4
11/12/2024	SC	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, S. Cherian, R. Aurand (APS), A. Kaminsky and others (Franchise Group), K. Patel and others (Ducera), J. Lin and others (Wilkie) re: Franchise Group and Internal Advisors catch-up	0.4
11/12/2024	SD	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, S. Cherian, R. Aurand (APS), A. Kaminsky and others (Franchise Group), K. Patel and others (Ducera), J. Lin and others (Wilkie) re: Franchise Group and Internal Advisors catch-up	0.4
11/12/2024	TG	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, S. Cherian, R. Aurand (APS), A. Kaminsky and others (Franchise Group), K. Patel and others (Ducera), J. Lin and others (Wilkie) re: Franchise Group and Internal Advisors catch-up	0.4
11/12/2024	CS	Meeting with T. Grossman, S. Cherian, C. Shen, A. Wei (APS), American Freight team, and Hilco Real Estate (Debtor real estate advisor) re: AF	0.5
11/12/2024	SC	Meeting with T. Grossman, S. Cherian, C. Shen, A. Wei (APS), American Freight team, and Hilco Real Estate (Debtor real estate advisor) re: AF	0.5
11/12/2024	TG	Meeting with T. Grossman, S. Cherian, C. Shen, A. Wei (APS), American Freight team, and Hilco Real Estate (Debtor real estate advisor) re: AF	0.5
11/12/2024	WW	Meeting with T. Grossman, S. Cherian, C. Shen, A. Wei (APS), American Freight team, and Hilco Real Estate (Debtor real estate advisor) re: AF	0.5
11/13/2024	BM	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4
11/13/2024	CS	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4
11/13/2024	DK	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4
11/13/2024	DL	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4



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11/13/2024	HC	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4
11/13/2024	JD	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4
11/13/2024	MB	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4
11/13/2024	MK	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4
11/13/2024	MS	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4
11/13/2024	RA	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4
11/13/2024	SC	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4
11/13/2024	SD	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4
11/13/2024	TG	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4
11/13/2024	TX	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4
11/13/2024	WW	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Diioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base	0.4



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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/13/2024	BM	Meeting with S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, B. Muratov, M. Konop, M. Steele (APS) re: case management workstream Internal Catch up	0.5
11/13/2024	DL	Meeting with S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, B. Muratov, M. Konop, M. Steele (APS) re: case management workstream Internal Catch up	0.5
11/13/2024	HC	Meeting with S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, B. Muratov, M. Konop, M. Steele (APS) re: case management workstream Internal Catch up	0.5
11/13/2024	JD	Meeting with S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, B. Muratov, M. Konop, M. Steele (APS) re: case management workstream Internal Catch up	0.5
11/13/2024	MB	Meeting with S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, B. Muratov, M. Konop, M. Steele (APS) re: case management workstream Internal Catch up	0.5
11/13/2024	MK	Meeting with S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, B. Muratov, M. Konop, M. Steele (APS) re: case management workstream Internal Catch up	0.5
11/13/2024	MS	Meeting with S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, B. Muratov, M. Konop, M. Steele (APS) re: case management workstream Internal Catch up	0.5
11/13/2024	SD	Meeting with S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, B. Muratov, M. Konop, M. Steele (APS) re: case management workstream Internal Catch up	0.5
11/13/2024	DL	Review Kroll docket and newly filed documents	0.1
11/14/2024	BM	Meeting with D. Orlofsky, T. Grossman, S. Deshpande, H. Colvin, R. Aurand, B. Muratov, (APS) re: FRG APS Daily Touch Base	0.5
11/14/2024	HC	Meeting with D. Orlofsky, T. Grossman, S. Deshpande, H. Colvin, R. Aurand, B. Muratov, (APS) re: FRG APS Daily Touch Base	0.5
11/14/2024	RA	Meeting with D. Orlofsky, T. Grossman, S. Deshpande, H. Colvin, R. Aurand, B. Muratov, (APS) re: FRG APS Daily Touch Base	0.5
11/14/2024	SD	Meeting with D. Orlofsky, T. Grossman, S. Deshpande, H. Colvin, R. Aurand, B. Muratov, (APS) re: FRG APS Daily Touch Base	0.5
11/14/2024	TG	Meeting with D. Orlofsky, T. Grossman, S. Deshpande, H. Colvin, R. Aurand, B. Muratov, (APS) re: FRG APS Daily Touch Base	0.5
11/15/2024	CS	Meeting with R. Blokh, D. Kelsall, J. Dioso, M. Bernstein, C. Shen, M. Konop, T. Xu, M. Steele, W. Wei (APS) re: Daily Touch base	0.5
11/15/2024	DK	Meeting with R. Blokh, D. Kelsall, J. Dioso, M. Bernstein, C. Shen, M. Konop, T. Xu, M. Steele, W. Wei (APS) re: Daily Touch base	0.5
11/15/2024	JD	Meeting with R. Blokh, D. Kelsall, J. Dioso, M. Bernstein, C. Shen, M. Konop, T. Xu, M. Steele, W. Wei (APS) re: Daily Touch base	0.5
11/15/2024	MB	Meeting with R. Blokh, D. Kelsall, J. Dioso, M. Bernstein, C. Shen, M. Konop, T. Xu, M. Steele, W. Wei (APS) re: Daily Touch base	0.5
11/15/2024	MK	Meeting with R. Blokh, D. Kelsall, J. Dioso, M. Bernstein, C. Shen, M. Konop, T. Xu, M. Steele, W. Wei (APS) re: Daily Touch base	0.5

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Chapter 11 Process / Case Management
Code: 20012136PA0002.1.1

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/15/2024	MS	Meeting with R. Blokh, D. Kelsall, J. Dioso, M. Bernstein, C. Shen, M. Konop, T. Xu, M. Steele, W. Wei (APS) re: Daily Touch base	0.5
11/15/2024	RB	Meeting with R. Blokh, D. Kelsall, J. Dioso, M. Bernstein, C. Shen, M. Konop, T. Xu, M. Steele, W. Wei (APS) re: Daily Touch base	0.5
11/15/2024	SC	Meeting with R. Blokh, D. Kelsall, J. Dioso, M. Bernstein, C. Shen, M. Konop, T. Xu, M. Steele, W. Wei (APS) re: Daily Touch base	0.5
11/15/2024	TX	Meeting with R. Blokh, D. Kelsall, J. Dioso, M. Bernstein, C. Shen, M. Konop, T. Xu, M. Steele, W. Wei (APS) re: Daily Touch base	0.5
11/15/2024	WW	Meeting with R. Blokh, D. Kelsall, J. Dioso, M. Bernstein, C. Shen, M. Konop, T. Xu, M. Steele, W. Wei (APS) re: Daily Touch base	0.5
11/19/2024	DK	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, S. Cherian, R. Aurand (APS), D. Sinclair and others (Wilkie), A. Kaminsky and others (Franchise Group), A. Killinger and others (Ducera) re: Internal Advisors weekly call	1.0
11/19/2024	RB	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, S. Cherian, R. Aurand (APS), D. Sinclair and others (Wilkie), A. Kaminsky and others (Franchise Group), A. Killinger and others (Ducera) re: Internal Advisors weekly call	1.0
11/19/2024	RA	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, S. Cherian, R. Aurand (APS), D. Sinclair and others (Wilkie), A. Kaminsky and others (Franchise Group), A. Killinger and others (Ducera) re: Internal Advisors weekly call	1.0
11/19/2024	SC	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, S. Cherian, R. Aurand (APS), D. Sinclair and others (Wilkie), A. Kaminsky and others (Franchise Group), A. Killinger and others (Ducera) re: Internal Advisors weekly call	1.0
11/19/2024	SD	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, S. Cherian, R. Aurand (APS), D. Sinclair and others (Wilkie), A. Kaminsky and others (Franchise Group), A. Killinger and others (Ducera) re: Internal Advisors weekly call	1.0
11/19/2024	DL	Review court docket and newly filed documents	0.1
11/22/2024	BM	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base	0.5
11/22/2024	CS	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base	0.5
11/22/2024	DK	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base	0.5
11/22/2024	DL	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base	0.5



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Chapter 11 Process / Case Management
Code: 20012136PA0002.1.1

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/22/2024	HC	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base	0.5
11/22/2024	JD	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base	0.5
11/22/2024	MB	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base	0.5
11/22/2024	MK	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base	0.5
11/22/2024	MS	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base	0.5
11/22/2024	RB	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base	0.5
11/22/2024	RA	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base	0.5
11/22/2024	SC	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base	0.5
11/22/2024	SD	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base	0.5
11/22/2024	TX	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base	0.5
11/25/2024	BM	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, M. Bernstein, D. Dholakia, R. Aurand, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/25/2024	DK	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, M. Bernstein, D. Dholakia, R. Aurand, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/25/2024	DD	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, M. Bernstein, D. Dholakia, R. Aurand, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/25/2024	DL	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, M. Bernstein, D. Dholakia, R. Aurand, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/25/2024	HC	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, M. Bernstein, D. Dholakia, R. Aurand, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Chapter 11 Process / Case Management
Code: 20012136PA0002.1.1

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/25/2024	MB	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, M. Bernstein, D. Dholakia, R. Aurand, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/25/2024	MK	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, M. Bernstein, D. Dholakia, R. Aurand, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/25/2024	RA	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, M. Bernstein, D. Dholakia, R. Aurand, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/25/2024	SD	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, M. Bernstein, D. Dholakia, R. Aurand, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/25/2024	TX	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, M. Bernstein, D. Dholakia, R. Aurand, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/25/2024	DK	Teleconference with D. Orlofsky, D. Kelsall (APS) re: Case progress	0.1
11/26/2024	RA	Meeting with S. Cherian, R. Aurand (APS), A. Kaminsky and others (Franchise Group), M. Kramer and others (Ducera), R. Leaf and others (Wilkie) re: Weekly internal advisors meeting	0.8
11/26/2024	SC	Meeting with S. Cherian, R. Aurand (APS), A. Kaminsky and others (Franchise Group), M. Kramer and others (Ducera), R. Leaf and others (Wilkie) re: Weekly internal advisors meeting	0.8
11/26/2024	DK	Teleconference with D. Orlofsky, D. Kelsall, S. Cherian (APS), A. Laurence, A. Kaminsky and others (FRG), D. Sinclair and others (WFG), C. Grubb and others (Ducera) re: Case strategy matters	0.6
11/26/2024	SC	Teleconference with D. Orlofsky, D. Kelsall, S. Cherian (APS), A. Laurence, A. Kaminsky and others (FRG), D. Sinclair and others (WFG), C. Grubb and others (Ducera) re: Case strategy matters	0.6
Total Professional Hours			70.8



Franchise Group, Inc.
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Delaware, OH 43015

Re: Chapter 11 Process / Case Management
Code: 20012136PA0002.1.1

PROFESSIONAL	RATE	HOURS	FEES
Rodi Blokh	\$1,225	4.3	5,267.50
Dan Kelsall	\$1,200	6.9	8,280.00
Swapna Deshpande	\$1,200	5.1	6,120.00
Terrence Grossman	\$1,200	3.6	4,320.00
Denise Lorenzo	\$1,125	6.2	6,975.00
Henry Colvin	\$1,100	3.9	4,290.00
Jeremy Dioso	\$895	6.8	6,086.00
Mark Bernstein	\$895	4.2	3,759.00
Sujay Cherian	\$895	5.9	5,280.50
James Shen	\$880	0.5	440.00
Nishat Jabin	\$880	0.5	440.00
Tianyang Xu	\$880	4.1	3,608.00
Darshan Dholakia	\$810	0.8	648.00
Bakhovuddin Muratov	\$770	2.9	2,233.00
Clarice Shen	\$750	3.1	2,325.00
Ryan Aurand	\$750	5.1	3,825.00
Weiran Wei	\$750	1.6	1,200.00
Matthew Konop	\$625	3.4	2,125.00
Maxwell Steele	\$500	1.9	950.00
Total Professional Hours and Fees	<u>70.8</u>		<u>\$ 68,172.00</u>



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: DIP Financing
Code: 20012136PA0002.1.2

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	DK	Analysis of DIP Budget and draw structure	1.6
11/04/2024	DK	Review of DIP Order and credit agreement and mark-up of terms	1.1
11/04/2024	DK	Review details related to Critical Vendor Analysis	0.2
11/04/2024	JS	Update DIP budget based on latest lender feedback	2.1
11/05/2024	DK	Analysis of bank account for DIP funds and drafting email to K. Scholes (FRG) re: the same	0.3
11/05/2024	DK	Analysis re: critical vendor forecast payments for first day hearings	0.4
11/05/2024	DK	Draft email to J. Dugan re: bank accounts at hold co entities	0.2
11/05/2024	DK	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin (APS) re: Critical Vendor Analysis	0.6
11/05/2024	HC	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin (APS) re: Critical Vendor Analysis	0.6
11/05/2024	SD	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin (APS) re: Critical Vendor Analysis	0.6
11/05/2024	DK	Preparation of funds flow and collation of invoices related to closing of DIP finance	0.4
11/05/2024	JS	Update DIP budget based on latest lender feedback	1.9
11/06/2024	DK	Analysis of deferred payments	0.2
11/06/2024	DK	Analysis of DIP draw timing	0.2
11/06/2024	DK	Analyze impact of payroll timing re: DIP Order approval	0.4
11/06/2024	DK	Meeting with D. Orlofsky, S. Deshpande , D. Kelsall, J. Shen (APS), D. Sinclair, B. Feldman, (WFG), C. Grubb, M. Kramer (Ducera), A. Laurence, A. Kaminsky, T. McMillan-McWaters (FRG) and the BOD re: alternative DIP proposal	0.5
11/06/2024	JS	Meeting with D. Orlofsky, S. Deshpande , D. Kelsall, J. Shen (APS), D. Sinclair, B. Feldman, (WFG), C. Grubb, M. Kramer (Ducera), A. Laurence, A. Kaminsky, T. McMillan-McWaters (FRG) and the BOD re: alternative DIP proposal	0.5
11/06/2024	SD	Meeting with D. Orlofsky, S. Deshpande , D. Kelsall, J. Shen (APS), D. Sinclair, B. Feldman, (WFG), C. Grubb, M. Kramer (Ducera), A. Laurence, A. Kaminsky, T. McMillan-McWaters (FRG) and the BOD re: alternative DIP proposal	0.5
11/06/2024	DK	Teleconference with D. Orlofsky, D. Kelsall, J. Shen (APS) re: DIP Budget	0.3
11/06/2024	DK	Teleconference with D. Orlofsky, D. Kelsall (APS) re: DIP Cash Flow Forecasts	0.3
11/07/2024	DK	Analysis of fees and interest with DIP forecast	0.4
11/07/2024	DK	Analysis re: DIP draws within cash flow forecast	0.3
11/07/2024	DK	Analysis re: required wires for initial DIP draw from Jeffries and Wilmington Trust	0.1
11/07/2024	DK	Draft email re: DIP closing and payment requirements to FRG Management	0.2
11/07/2024	DK	Draft email to D. Orlofsky and R. Blokh re: DIP forecast deck	0.2
11/07/2024	DK	Draft email to E. Newfield (Lazard) re: DIP Funds Flow	0.1
11/07/2024	DK	Draft email to Elizabeth Stone (Lazard) re: DIP Forecast	0.1
11/07/2024	DK	Draft email to N. Mooney and others (Lazard) re: DIP Forecast	0.2
11/07/2024	DK	Draft email to T. Kass-Gergi re: DIP forecasts	0.1

APServices

Franchise Group, Inc.
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Delaware, OH 43015

Re: DIP Financing
Code: 20012136PA0002.1.2

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/07/2024	DK	Draft emails to FRG Finance Team re: DIP Draws	0.2
11/07/2024	DK	Review of DIP forecast deck including short and long term DIP forecast	0.4
11/07/2024	DK	Review of draft DIP Funds Flow	0.3
11/07/2024	DK	Review of updated DIP forecast	0.4
11/07/2024	DK	Teleconference re: DIP financing with C. Chung and others (WFG)	0.1
11/07/2024	DK	Teleconference with E. Newfield (Lazard) re: DIP funds flow	0.1
11/07/2024	DK	Teleconference with T. Kass-Gergi (WFG) re: DIP forecasts	0.1
11/08/2024	DK	Organize posting of DIP forecasts to data rooms	0.3
11/08/2024	DK	Analysis of variances to prior versions of draft DIP budgets	0.4
11/08/2024	DK	Review of allocation of commitment fee within DIP financing	0.2
11/08/2024	DK	Teleconference with N. Mooney (Lazard) re: DIP Forecasts	0.1
11/11/2024	DK	Analysis of reporting requirements under DIP credit agreement and DIP Order	0.3
11/12/2024	DK	Analysis of individual entity DIP forecasts	0.4
11/15/2024	MB	Correspondence and updates related to DIP discussion re: rents and petition date	1.2
11/15/2024	DK	Financial analysis re: HoldCo DIP budgets	0.6
11/17/2024	DK	Analysis re: DIP budget	0.4
11/18/2024	DK	Analysis re: DIP draw scenarios	0.8
11/18/2024	DK	Analysis re: individual debtor DIP scenarios	0.4
11/18/2024	DD	Review DIP Credit Agreement	2.2
11/19/2024	DK	Draft analysis re: non-litigious DIP requirements at various Debtor entities	0.7
11/20/2024	DK	Analysis for DIP reporting deadlines for agreement of final day DIP order	0.2
11/20/2024	DK	Analysis re: interest costs of ABR vs SOFR elections for ABL for final DIP and cash collateral order	0.4
11/20/2024	DK	Teleconference with A. Mena, C. Chung, B. Feldman, J. Hardy (all WFG), C. Grubb, K. Patel (all Ducera), D. Orlofsky, D. Kelsall (APS) re: the ABL lenders' DIP issues	0.7
11/30/2024	DK	Call with J. Hardy, Y. Kass-Gergi, J. Brandt, D. O'Keefe (WFG), D. O'Brien, A. Humerick (both Hilco), and D. Orlofsky, D. Kelsall (both APS) re: DIP and leases	1.3
11/30/2024	DK	Review of DIP documentation	0.3
Total Professional Hours			27.1



Franchise Group, Inc.
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Re: DIP Financing
Code: 20012136PA0002.1.2

PROFESSIONAL	RATE	HOURS	FEES
Dan Kelsall	\$1,200	17.5	21,000.00
Swapna Deshpande	\$1,200	1.1	1,320.00
Henry Colvin	\$1,100	0.6	660.00
Mark Bernstein	\$895	1.2	1,074.00
James Shen	\$880	4.5	3,960.00
Darshan Dholakia	\$810	2.2	1,782.00
Total Professional Hours and Fees		<u>27.1</u>	<u>\$ 29,796.00</u>



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Cash / Liquidity Matters
Code: 20012136PA0002.1.3

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	RB	Conference call with A. Kaminsky, E. Seeton and others (FRG) and T. Wong and others (JPM) re: initial cash management activities	0.3
11/04/2024	JS	Meeting with D. Kelsall, J. Shen, D. Dholakia, T. Xu (APS), E. Seeton & Others (Franchise Group) re: APS/FRG Liquidity Catch-Up	0.5
11/04/2024	DK	Meeting with D. Kelsall, J. Shen, D. Dholakia, T. Xu (APS), E. Seeton & Others (Franchise Group) re: APS/FRG Liquidity Catch-Up	0.5
11/04/2024	DD	Meeting with D. Kelsall, J. Shen, D. Dholakia, T. Xu (APS), E. Seeton & Others (Franchise Group) re: APS/FRG Liquidity Catch-Up	0.5
11/04/2024	TX	Meeting with D. Kelsall, J. Shen, D. Dholakia, T. Xu (APS), E. Seeton & Others (Franchise Group) re: APS/FRG Liquidity Catch-Up	0.5
11/04/2024	DD	Prepare ad-hoc liquidity related analysis	1.2
11/04/2024	DD	Refine cash flow forecast model	2.8
11/04/2024	DD	Review cash flow model	2.1
11/04/2024	RB	Review latest DIP budget and 13-week cash flow forecast	0.3
11/04/2024	JS	Update latest 13 week cash flow forecast	2.3
11/04/2024	DD	Update liquidity balances reporting	0.7
11/05/2024	TG	Participate in a call with J. Seghi (Debtor) to provide guidance on communication with banks after the approval of the cash management motion	0.2
11/05/2024	DD	Reconcile bank cash and book cash after incorporating working adjustments	1.6
11/05/2024	DD	Refine borrowing base calculations based on WE 11/1	0.7
11/05/2024	DD	Review cash flow forecasts for American Freight for WE 11/1	1.8
11/05/2024	DD	Review cash flow forecasts for The Pet Supplies Plus	1.9
11/05/2024	DD	Review cash flow forecasts for The Vitamin Shoppe for WE 11/1	1.5
11/05/2024	TX	Review initial DIP budget and model assumptions	1.3
11/05/2024	DK	Review of proposed bank accounts to segregate funds	0.2
11/05/2024	DD	Update professional fee forecast	0.5
11/05/2024	RB	Various analyses and correspondence with WFG and AP colleagues re: DIP budget, critical vendors and first-day hearing	0.7
11/06/2024	TG	Coordinate American Freight treasury management bank calls with J. Seghi (Debtor)	0.3
11/06/2024	TG	Coordinate recovery of American Freight cash management system with J. Seghi and C. Matuska (both Debtors)	0.7
11/06/2024	DK	Draft email with B. Steele and others (Kroll) re: segregated accounts	0.2
11/06/2024	DD	Prepare ad-hoc liquidity related analysis	0.8
11/06/2024	DD	Prepare funds flow analysis	2.1
11/06/2024	TG	Provide guidance to A. Kaminsky, J. Seghi (both Debtors) to restore the American Freight cash management and banking systems after approval of the cash management motion	0.6
11/06/2024	DD	Refining funds flow analysis with updates	1.5
11/06/2024	DD	Review DIP Budget	1.9
11/06/2024	TX	Review initial DIP budget and model assumptions	0.8
11/06/2024	DD	Update variance analysis through WE 11/1	2.4
11/06/2024	RB	Various DIP budget and CV analyses and correspondence with AP colleagues re: upcoming first-day hearing	0.6
11/07/2024	DK	Analysis re: employee payments within cash forecast	0.4

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Cash / Liquidity Matters
Code: 20012136PA0002.1.3

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/07/2024	DK	Analysis re: lease payments in OpCo cash flow forecasts	0.2
11/07/2024	DK	Meeting with D. Kelsall, D. Dholakia, T. Xu (APS) re: FRG - Liquidity Catchup	1.1
11/07/2024	DD	Meeting with D. Kelsall, D. Dholakia, T. Xu (APS) re: FRG - Liquidity Catchup	1.1
11/07/2024	TX	Meeting with D. Kelsall, D. Dholakia, T. Xu (APS) re: FRG - Liquidity Catchup	1.1
11/07/2024	DK	Meeting with D. Kelsall, D. Dholakia, T. Xu (APS), E. Seeton & Others (Franchise Group) re: APS/FRG Liquidity Catch-Up	0.5
11/07/2024	DD	Meeting with D. Kelsall, D. Dholakia, T. Xu (APS), E. Seeton & Others (Franchise Group) re: APS/FRG Liquidity Catch-Up	0.5
11/07/2024	TX	Meeting with D. Kelsall, D. Dholakia, T. Xu (APS), E. Seeton & Others (Franchise Group) re: APS/FRG Liquidity Catch-Up	0.5
11/07/2024	DD	Prepare ad-hoc liquidity related analysis	1.8
11/07/2024	DD	Refine cash flow forecast	2.9
11/07/2024	DD	Refining funds flow analysis with updates	1.8
11/07/2024	TX	Review lender deck materials and initial DIP budget	0.8
11/08/2024	DK	Analysis of 503b9 payments at American Freight	0.2
11/08/2024	DK	Analysis of book cash balances	0.2
11/08/2024	DK	Analysis of critical vendor schedules for cash flow forecasts	0.2
11/08/2024	DK	Analysis of employee related payments	0.4
11/08/2024	DK	Analysis re: credit card reserves and impact on liquidity forecasts	0.6
11/08/2024	DK	Analysis re: LTIP structure and put options	0.8
11/08/2024	TX	Review lender deck materials and initial DIP budget	1.8
11/08/2024	DK	Teleconference with E. De Santis (M3) re: Cash Flow Forecast	0.1
11/11/2024	DK	Analysis of proposed employee related payment documentation	0.4
11/11/2024	TX	Attend call with E. Seeton and others (Franchise Group) re: liquidity catch-up	0.4
11/11/2024	TX	Review and update 13-week DIP cash flow model	2.7
11/11/2024	TX	Review and update weekly liquidity reporting packages	2.2
11/11/2024	TX	Review Interim DIP Order and credit agreements and update post-petition debt schedule modeling	2.4
11/11/2024	DK	Review of cash payments at American Freight	0.1
11/11/2024	DK	Teleconference with D. Kelsall, T. Xu (APS) re: Variance reporting	0.3
11/11/2024	TX	Teleconference with D. Kelsall, T. Xu (APS) re: Variance reporting	0.3
11/11/2024	DK	Teleconference with D. Kelsall, T. Xu (APS) re: Liquidity forecasts	0.3
11/11/2024	TX	Teleconference with D. Kelsall, T. Xu (APS) re: Liquidity forecasts	0.3
11/11/2024	DK	Teleconference with D. Orlofsky, D. Kelsall (APS) re: Employee payment matters	0.3
11/11/2024	DK	Teleconference with D. Orlofsky, D. Kelsall (APS), B. Feldman and others (WFG) re: Employee matters	0.3
11/12/2024	DK	Analysis re: cash account for segregation of ABL funds	0.3
11/12/2024	DK	Analysis re: debt servicing payments in DIP forecast	0.1
11/12/2024	DK	Analysis re: employee matters and payments	0.2
11/12/2024	DK	Analysis re: latest borrowing base and reporting requirements	0.3
11/12/2024	TG	Call with M. Gray (Debtor) re: closed store sale update	0.2

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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/12/2024	DK	Draft email to E. Seeton and K. Scholes (FRG) re: cash reporting requirements	0.4
11/12/2024	DD	Draft revised variance reporting template	2.5
11/12/2024	DD	Meeting with D. Dholakia, T. Xu (APS), A. Kaminsky, E. Seeton & Others (FRG) re: FRG Weekly Cash Forecast	0.5
11/12/2024	TX	Meeting with D. Dholakia, T. Xu (APS), A. Kaminsky, E. Seeton & Others (FRG) re: FRG Weekly Cash Forecast	0.5
11/12/2024	DK	Meeting with D. Kelsall, D. Dholakia, T. Xu (APS) re: Internal Liquidity Catch-up	0.5
11/12/2024	DD	Meeting with D. Kelsall, D. Dholakia, T. Xu (APS) re: Internal Liquidity Catch-up	0.5
11/12/2024	TX	Meeting with D. Kelsall, D. Dholakia, T. Xu (APS) re: Internal Liquidity Catch-up	0.5
11/12/2024	DD	Prepare Liquidity Reporting Template	2.1
11/12/2024	TX	Review and update 13-week DIP cash flow model	2.6
11/12/2024	TX	Review and update weekly liquidity reporting packages	1.8
11/12/2024	DD	Review Interim DIP Order for Adequate Protection and other matters	1.1
11/12/2024	DD	Review Interim DIP Order for Cash Reporting Requirements	1.6
11/12/2024	TX	Review weekly Opcos cash flow submissions	1.6
11/12/2024	DD	Teleconference with D. Dholakia, T. Xu (APS) re: 13 week cash flow reporting and liquidity matters	1.2
11/12/2024	TX	Teleconference with D. Dholakia, T. Xu (APS) re: 13 week cash flow reporting and liquidity matters	1.2
11/13/2024	DK	Analysis of segregated account for ABL escrow purposes	0.2
11/13/2024	DK	Analysis re: cash variance reporting for week 1 of chapter 11	0.3
11/13/2024	DD	Meeting with D. Dholakia, T. Xu (APS), E. Seeton, K. Scholes (FRG) re: FRG/APS Daily Touchbase	0.3
11/13/2024	TX	Meeting with D. Dholakia, T. Xu (APS), E. Seeton, K. Scholes (FRG) re: FRG/APS Daily Touchbase	0.3
11/13/2024	DD	Prepare Variance Report for Week Ended 11.8	2.9
11/13/2024	TX	Review AF GOB weekly results and reconcile against entity cash flow packages	1.4
11/13/2024	TX	Review and update 13-week DIP cash flow model	2.3
11/13/2024	TX	Review and update weekly liquidity reporting packages	1.8
11/13/2024	TX	Review weekly Opcos cash flow submissions	2.0
11/13/2024	DD	Teleconference with D. Dholakia, T. Xu (APS) re: FRG Internal Liquidity Catchup	1.1
11/13/2024	TX	Teleconference with D. Dholakia, T. Xu (APS) re: FRG Internal Liquidity Catchup	1.1
11/13/2024	DK	Teleconference with K. Scholes (FRG) re: tax receivables	0.2
11/13/2024	DD	Update actuals for week ended 11.8 for all FRG entities	2.7
11/13/2024	DD	Update liquidity reporting analysis for week ended 11.8	0.7
11/13/2024	DD	Working Session with D. Dholakia, T. Xu (APS) re: FRG Variance and Liquidity Analysis	2.5
11/13/2024	TX	Working Session with D. Dholakia, T. Xu (APS) re: FRG Variance and Liquidity Analysis	2.5

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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/14/2024	DK	Analysis of Letters of Credit and impact on borrowing base	0.1
11/14/2024	DK	Analysis re: Borrowing Base reporting	0.3
11/14/2024	DK	Analysis re: cash flow variance report and liquidity report for distribution to creditor groups	1.1
11/14/2024	DK	Analysis re: tax receivables and allocable asset values	0.3
11/14/2024	TX	Review AF GOB weekly results and reconcile against entity cash flow packages	0.6
11/14/2024	TX	Review and update 13-week DIP cash flow model	2.7
11/14/2024	TX	Review and update weekly liquidity reporting packages	2.0
11/14/2024	TX	Review weekly Opcos cash flow submissions	2.2
11/14/2024	DK	Teleconference with K. Scholes (FRG) re: Tax receivables	0.2
11/14/2024	DD	Update 13 week cash flow model	2.9
11/14/2024	DD	Update variance analysis for week ended 11.8	2.1
11/14/2024	DD	Review and revise FRG Variance and Liquidity Analysis	1.3
11/15/2024	DK	Analysis of impact of CV payments on cash flow forecasts	0.4
11/15/2024	DK	Analysis re: tax receivables across the debtor entities	0.8
11/15/2024	TX	Review and update 13-week DIP cash flow model	2.2
11/15/2024	TX	Review Interim DIP Order and related credit agreements for post-petition debt schedule modeling	1.4
11/15/2024	DK	Review of excel models for distribution to creditor advisors	0.2
11/15/2024	TX	Review weekly Opcos cash flow submissions	1.9
11/16/2024	DK	Analysis re: employee bonuses payments	0.3
11/18/2024	DK	Analysis re: HoldCo DIP budgets	0.4
11/18/2024	DD	Meeting with D. Dholakia, T. Xu (APS), E. Seeton, K. Scholes & Others (FRG) re: APS/FRG Liquidity Catch-Up	0.5
11/18/2024	TX	Meeting with D. Dholakia, T. Xu (APS), E. Seeton, K. Scholes & Others (FRG) re: APS/FRG Liquidity Catch-Up	0.5
11/18/2024	DD	Prepare refined debt schedule in the 13WCF	2.9
11/18/2024	TX	Review and update 13-week DIP cash flow model	2.2
11/18/2024	BM	Teleconference with H. Colvin, D. Dholakia, B. Muratov, T. Xu (APS) re: FRG prepetition payments	0.5
11/18/2024	DD	Teleconference with H. Colvin, D. Dholakia, B. Muratov, T. Xu (APS) re: FRG prepetition payments	0.5
11/18/2024	HC	Teleconference with H. Colvin, D. Dholakia, B. Muratov, T. Xu (APS) re: FRG prepetition payments	0.5
11/18/2024	TX	Teleconference with H. Colvin, D. Dholakia, B. Muratov, T. Xu (APS) re: FRG prepetition payments	0.5
11/18/2024	DD	Working session with D. Dholakia, T. Xu (APS) re: FRG 13 week cash and debt modeling	1.7
11/18/2024	TX	Working session with D. Dholakia, T. Xu (APS) re: FRG 13 week cash and debt modeling	1.7
11/19/2024	DK	Analysis re: steady state expenses and reconciliation to business plan	0.2
11/19/2024	DK	Draft email re: ABL adequate protection account to FRG finance team	0.1
11/19/2024	DK	Draft email to E. Scholes (FRG) re: reporting	0.2

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Re: Cash / Liquidity Matters
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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/19/2024	DD	Meeting with D. Dholakia, T. Xu (APS), A. Kaminsky, E. Seeton & Others (FRG) re: FRG Weekly Cash Forecast	0.5
11/19/2024	TX	Meeting with D. Dholakia, T. Xu (APS), A. Kaminsky, E. Seeton & Others (FRG) re: FRG Weekly Cash Forecast	0.5
11/19/2024	DD	Prepare draft format for professional fees	1.5
11/19/2024	TX	Review and update 13-week DIP cash flow model	1.8
11/19/2024	TX	Review and update weekly liquidity reporting packages	2.5
11/19/2024	DD	Review cash flow actuals for American Freight for WE 11.15	2.1
11/19/2024	DD	Review cash flow actuals for Buddy's for WE 11.15	0.6
11/19/2024	DD	Review cash flow actuals for Pet Supplies Plus for WE 11.15	1.2
11/19/2024	DD	Review cash flow actuals for The Vitamin Shoppe for WE 11.15	1.9
11/19/2024	MB	Review weekly liquidity reports	0.2
11/19/2024	TX	Review weekly Opcos cash flow submissions	2.1
11/19/2024	DD	Working session with D. Dholakia, T. Xu (APS) re: variance analysis	0.9
11/19/2024	TX	Working session with D. Dholakia, T. Xu (APS) re: variance analysis	0.9
11/20/2024	DK	Analysis re: interest payments during initial budget period	0.1
11/20/2024	DD	Meeting with D. Dholakia, T. Xu (APS), E. Seeton, K. Scholes & Others (FRG) re: APS/FRG Liquidity Catch-Up	0.5
11/20/2024	TX	Meeting with D. Dholakia, T. Xu (APS), E. Seeton, K. Scholes & Others (FRG) re: APS/FRG Liquidity Catch-Up	0.5
11/20/2024	DK	Organization of utility deposit account	0.1
11/20/2024	DD	Prepare variance analysis for WE 11.15	2.9
11/20/2024	TX	Review and update 13-week DIP cash flow model	2.6
11/20/2024	TX	Review and update weekly liquidity reporting packages	1.7
11/20/2024	DD	Review variance reporting for each OpCo	1.5
11/20/2024	TX	Review weekly Opcos cash flow submissions	2.3
11/20/2024	DD	Update Borrowing Base for WE 11.15	0.8
11/20/2024	DD	Update Debt Schedule basis revised interest rates and information	0.4
11/20/2024	DD	Update Liquidity Reporting for WE 11.15	0.5
11/20/2024	DD	Working Session with D. Dholakia, T. Xu (APS) re: Cash/Liquidity Matters	2.1
11/20/2024	TX	Working Session with D. Dholakia, T. Xu (APS) re: Cash/Liquidity Matters	2.1
11/21/2024	DD	Continue preparing DIP budget workbook version for circulation with 2L	1.5
11/21/2024	DD	Finalizing liquidity reporting package for WE 11.15	1.3
11/21/2024	DD	Finalizing variance reporting package for WE 11.15	1.8
11/21/2024	DD	Prepare DIP budget workbook version for circulation with 2L	2.9
11/21/2024	TX	Review AF GOB weekly results and reconcile against entity cash flow packages	1.9
11/21/2024	TX	Review and update 13-week DIP cash flow model	1.8
11/21/2024	TX	Review and update weekly liquidity reporting packages	2.4
11/21/2024	DK	Review of variance and liquidity report prior to distribution	0.4
11/21/2024	TX	Review weekly Opcos cash flow submissions	1.1
11/21/2024	DD	Working Session with D. Dholakia, T. Xu (APS) re: Cash/Liquidity Matters	1.1
11/21/2024	TX	Working Session with D. Dholakia, T. Xu (APS) re: Cash/Liquidity Matters	1.1
11/22/2024	DK	Analysis of steady-state liquidity forecasts v. iterations of forecasts	0.4
11/22/2024	DK	Analysis re: reporting requirements for cash variances and DIP forecast	0.3



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Re: Cash / Liquidity Matters
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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/22/2024	DK	Analysis re: tax receivables recoverability	0.4
11/22/2024	DD	Continue refining working 13 week cash model with updates ahead of DIP budget refresh	2.7
11/22/2024	DD	Refining working 13 week cash model with updates ahead of DIP budget refresh	2.8
11/22/2024	TX	Review and update 13-week DIP cash flow model	2.6
11/22/2024	TX	Review and update model assumptions and analyze on bridging items between business plan and 13WCF cash flow	2.3
11/22/2024	DK	Teleconference with D. Orlofsky, D. Kelsall (APS) re: Cash forecasts	0.2
11/24/2024	DK	Analysis re: variance reporting extensions	0.2
11/25/2024	DK	Analysis re: reporting deadlines	0.2
11/25/2024	DD	Prepare draft of liquidity reporting for WE 11/22	2.9
11/25/2024	DD	Prepare ad-hoc liquidity related analysis and responses to diligence requests	1.6
11/25/2024	DD	Refreshing professional fee payment tracker through WE 11/22	1.2
11/25/2024	TX	Review and update model assumptions and analyze on bridging items between business plan and 13WCF cash flow	1.2
11/25/2024	TX	Review and update weekly liquidity reporting packages	2.2
11/25/2024	DK	Review of ABL MEA and limits	0.2
11/25/2024	TX	Review weekly Opcos cash flow submissions	1.8
11/25/2024	DK	Teleconference with D. Kelsall, D. Dholakia, T. Xu (APS), K. Scholes and others (FRG) re: liquidity update	0.3
11/25/2024	DD	Teleconference with D. Kelsall, D. Dholakia, T. Xu (APS), K. Scholes and others (FRG) re: liquidity update	0.3
11/25/2024	TX	Teleconference with D. Kelsall, D. Dholakia, T. Xu (APS), K. Scholes and others (FRG) re: liquidity update	0.3
11/25/2024	DK	Teleconference with D. Kelsall, T. Xu (APS) re: Liquidity forecasts	0.3
11/25/2024	TX	Teleconference with D. Kelsall, T. Xu (APS) re: Liquidity forecasts	0.3
11/26/2024	DK	Analysis of adjustments to reporting requirements under credit agreement	0.4
11/26/2024	DK	Analysis of borrowing base escrow funding	0.1
11/26/2024	DK	Call with A. Kaminsky (FRG) re: reconciliation of expenses	0.1
11/26/2024	DK	Draft email to K. Scholes re: reporting requirements	0.1
11/26/2024	DD	Prepare variance reporting for WE 11.22	2.5
11/26/2024	TX	Review AF GOB weekly results and reconcile against entity cash flow packages	1.9
11/26/2024	TX	Update 13-week DIP cash flow model	1.4
11/26/2024	TX	Update weekly liquidity reporting packages	1.6
11/26/2024	DD	Review cash flow actuals for American Freight for 11.22	2.4
11/26/2024	DD	Review cash flow actuals for Buddy's for 11.22	0.5
11/26/2024	DD	Review cash flow actuals for Pet Supplies Plus for 11.22	1.2
11/26/2024	DD	Review cash flow actuals for Vitamin Shoppe for 11.22	1.6
11/26/2024	DK	Review of financial performance	0.3
11/26/2024	TX	Review weekly Opcos cash flow submissions	1.7
11/26/2024	DD	Teleconference with D. Dholakia, T. Xu (APS) re: Cash/Liquidity Matters	1.3
11/26/2024	TX	Teleconference with D. Dholakia, T. Xu (APS) re: Cash/Liquidity Matters	1.3
11/26/2024	DK	Teleconference with D. Kelsall, D. Dholakia, T. Xu (APS), E. Seeton and others (FRG) re: Liquidity update	0.3

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Re: Cash / Liquidity Matters
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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/26/2024	DD	Teleconference with D. Kelsall, D. Dholakia, T. Xu (APS), E. Seeton and others (FRG) re: Liquidity update	0.3
11/26/2024	TX	Teleconference with D. Kelsall, D. Dholakia, T. Xu (APS), E. Seeton and others (FRG) re: Liquidity update	0.3
11/26/2024	DD	Update Borrowing Base through WE 11.22	0.9
11/27/2024	DK	Prepare analysis re: Borrowing Base and escrowed funds	0.2
11/27/2024	DK	Analysis re: variance reporting	0.2
11/27/2024	DD	Refining variance reporting with comments and changes for WE 11.22	2.1
11/27/2024	TX	Review and update 13-week DIP cash flow model	2.5
11/27/2024	TX	Review weekly Opco cash flow submissions	2.3
11/27/2024	DD	Review and revises analysis related to Cash/Liquidity Matters	0.9
11/27/2024	DK	Teleconference with D. Kelsall, S. Cherian, D. Dholakia, R. Aurand, T. Xu (APS) re: AF Cash Flow Analysis	0.5
11/27/2024	DD	Teleconference with D. Kelsall, S. Cherian, D. Dholakia, R. Aurand, T. Xu (APS) re: AF Cash Flow Analysis	0.5
11/27/2024	RA	Teleconference with D. Kelsall, S. Cherian, D. Dholakia, R. Aurand, T. Xu (APS) re: AF Cash Flow Analysis	0.5
11/27/2024	SC	Teleconference with D. Kelsall, S. Cherian, D. Dholakia, R. Aurand, T. Xu (APS) re: AF Cash Flow Analysis	0.5
11/27/2024	TX	Teleconference with D. Kelsall, S. Cherian, D. Dholakia, R. Aurand, T. Xu (APS) re: AF Cash Flow Analysis	0.5
11/27/2024	DK	Teleconference with D. Kelsall, T. Xu (APS) re: Liquidity reporting	0.2
11/27/2024	TX	Teleconference with D. Kelsall, T. Xu (APS) re: Liquidity reporting	0.2
11/27/2024	DK	Teleconference with D. Orlofsky, D. Kelsall, D. Dholakia, T. Xu (APS), A. Laurence, A. Kaminsky and others (FRG), M. Malyshev and others (Ducera) re: Financial review	0.3
11/27/2024	DD	Teleconference with D. Orlofsky, D. Kelsall, D. Dholakia, T. Xu (APS), A. Laurence, A. Kaminsky and others (FRG), M. Malyshev and others (Ducera) re: Financial review	0.3
11/27/2024	TX	Teleconference with D. Orlofsky, D. Kelsall, D. Dholakia, T. Xu (APS), A. Laurence, A. Kaminsky and others (FRG), M. Malyshev and others (Ducera) re: Financial review	0.3
11/28/2024	DK	Review of reporting requirement	0.2
11/29/2024	DK	Teleconference with D. Kelsall, S. Cherian (APS), E. DeSantis and others (M3), K. Patel and others (Ducera) re: Borrowing Base and liquidity	0.3
11/29/2024	SC	Teleconference with D. Kelsall, S. Cherian (APS), E. DeSantis and others (M3), K. Patel and others (Ducera) re: Borrowing Base and liquidity	0.3
Total Professional Hours			248.2



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PROFESSIONAL	RATE	HOURS	FEES
Rodi Blokh	\$1,225	1.9	2,327.50
Dan Kelsall	\$1,200	20.7	24,840.00
Terrence Grossman	\$1,200	2.0	2,400.00
Henry Colvin	\$1,100	0.5	550.00
Mark Bernstein	\$895	0.2	179.00
Sujay Cherian	\$895	0.8	716.00
James Shen	\$880	2.8	2,464.00
Tianyang Xu	\$880	102.6	90,288.00
Darshan Dholakia	\$810	115.7	93,717.00
Bakhovuddin Muratov	\$770	0.5	385.00
Ryan Aurand	\$750	0.5	375.00
Total Professional Hours and Fees	248.2		\$ 218,241.50



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Re: Communication & Meetings with Interested Parties
Code: 20012136PA0002.1.4

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	JD	Draft preliminary emails to send to contacts at banks throughout cash management system	1.2
11/04/2024	CS	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, S. Cherian, N. Jabin, J. Dioso, D. Dholakia, C. Shen (APS), WFG (Debtor Counsel team), Lazard (Lender IB team), Paul Hastings (Lender counsel team), Ducera (Debtor IB team) re: Re: DIP	0.3
11/04/2024	DK	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, S. Cherian, N. Jabin, J. Dioso, D. Dholakia, C. Shen (APS), WFG (Debtor Counsel team), Lazard (Lender IB team), Paul Hastings (Lender counsel team), Ducera (Debtor IB team) re: Re: DIP	0.3
11/04/2024	DD	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, S. Cherian, N. Jabin, J. Dioso, D. Dholakia, C. Shen (APS), WFG (Debtor Counsel team), Lazard (Lender IB team), Paul Hastings (Lender counsel team), Ducera (Debtor IB team) re: Re: DIP	0.3
11/04/2024	HC	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, S. Cherian, N. Jabin, J. Dioso, D. Dholakia, C. Shen (APS), WFG (Debtor Counsel team), Lazard (Lender IB team), Paul Hastings (Lender counsel team), Ducera (Debtor IB team) re: Re: DIP	0.3
11/04/2024	JD	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, S. Cherian, N. Jabin, J. Dioso, D. Dholakia, C. Shen (APS), WFG (Debtor Counsel team), Lazard (Lender IB team), Paul Hastings (Lender counsel team), Ducera (Debtor IB team) re: Re: DIP	0.3
11/04/2024	NJ	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, S. Cherian, N. Jabin, J. Dioso, D. Dholakia, C. Shen (APS), WFG (Debtor Counsel team), Lazard (Lender IB team), Paul Hastings (Lender counsel team), Ducera (Debtor IB team) re: Re: DIP	0.3
11/04/2024	RB	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, S. Cherian, N. Jabin, J. Dioso, D. Dholakia, C. Shen (APS), WFG (Debtor Counsel team), Lazard (Lender IB team), Paul Hastings (Lender counsel team), Ducera (Debtor IB team) re: Re: DIP	0.3
11/04/2024	SC	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, S. Cherian, N. Jabin, J. Dioso, D. Dholakia, C. Shen (APS), WFG (Debtor Counsel team), Lazard (Lender IB team), Paul Hastings (Lender counsel team), Ducera (Debtor IB team) re: Re: DIP	0.3
11/04/2024	TG	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, S. Cherian, N. Jabin, J. Dioso, D. Dholakia, C. Shen (APS), WFG (Debtor Counsel team), Lazard (Lender IB team), Paul Hastings (Lender counsel team), Ducera (Debtor IB team) re: Re: DIP	0.3
11/05/2024	DK	Review of bank statements and TB for certain debtor entities in response to creditor diligence requests	0.4
11/05/2024	JD	Update draft proposed communication to banking partners in anticipation of entry of the cash management order	1.1
11/06/2024	JD	Conduct outreach with FRG opco banking partners upon entry of the interim cash order to ensure bank accounts are operational	1.6

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Communication & Meetings with Interested Parties
Code: 20012136PA0002.1.4

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/06/2024	JD	Edit email drafts to banks based on continued first day hearing and prior communications	0.9
11/07/2024	DK	Analysis of diligence requests from creditor constituents	0.3
11/08/2024	DK	Analysis of creditor constituents diligence requests	0.3
11/08/2024	DK	Preparation of DIP related diligence items for creditor constituents	0.4
11/08/2024	DK	Review of reporting requirements under credit agreements and orders	0.2
11/11/2024	DK	Teleconference with D. Orlofsky, D. Kelsall (APS), S. Khemlani and others (Lazard), J. Evans and others (Paul Hastings), Lender Representatives (Steerco) re: Employee matters and sales process	1.4
11/11/2024	RB	Teleconference with D. Orlofsky, R. Blokh, D. Kelsall (APS), S. Khemlani and others (Lazard), J. Evans and others (Paul Hastings), Lender Representatives (Steerco) re: Employee matters and sales process (partial)	0.3
11/12/2024	DK	Draft email to E. DeSantis (M3) re: escrow account for ABL funds	0.2
11/13/2024	DK	Review of PayPal and JPM credit card issue for creditor diligence	0.2
11/13/2024	DK	Teleconference with E. DeSantis (M3) re: creditor issues	0.1
11/15/2024	CS	Meeting with D. Kelsall, S. Cherian, C. Shen, T. Xu (APS), Ducera and M3 re: case status update	0.4
11/15/2024	DK	Meeting with D. Kelsall, S. Cherian, C. Shen, T. Xu (APS), Ducera and M3 re: case status update	0.4
11/15/2024	SC	Meeting with D. Kelsall, S. Cherian, C. Shen, T. Xu (APS), Ducera and M3 re: case status update	0.4
11/15/2024	TX	Meeting with D. Kelsall, S. Cherian, C. Shen, T. Xu (APS), Ducera and M3 re: case status update	0.4
11/19/2024	DK	Coordinate with counsel representative re: sharing of LTIP documentation with 1L counsel	0.4
11/19/2024	SC	Coordination and analysis re: lender diligence requests	2.3
11/20/2024	DK	Analysis of LTIP documentation and distribution to 1L via counsel	0.1
11/20/2024	DK	Analysis re: adjustments to reporting deadlines for cash reports	0.3
11/20/2024	DK	Meeting with D. Sinclair, B. Feldman, M. Feldman (all WFG), J. Goldstein, J. Evans, I. Sasson (all Paul Hastings), C. Grubb, M. Kraemer, K. Patel, (all Ducera), T. Cowen, N. Mooney, S. Khemlani (all Lazard) and D. Orlofsky, R. Blokh, D. Kelsall (all APS) re: DIP, RSA, M&A process and 2L/HoldCo negotiations	2.3
11/20/2024	RB	Meeting with D. Sinclair, B. Feldman, M. Feldman (all WFG), J. Goldstein, J. Evans, I. Sasson (all Paul Hastings), C. Grubb, M. Kraemer, K. Patel, (all Ducera), T. Cowen, N. Mooney, S. Khemlani (all Lazard) and D. Orlofsky, R. Blokh, D. Kelsall (all APS) re: DIP, RSA, M&A process and 2L/HoldCo negotiations	2.3
11/20/2024	DK	Meeting with S. Khemlani, N. Mooney (all Lazard), D. Orlofsky, D. Kelsall (all APS), C. Rollo, D. McNamara (all PSP) A. Laurence, A. Kaminsky (all FRG) and 1L Steering Committee members re: PSP business operations update	0.5
11/20/2024	DK	Meeting with S. Khemlani, N. Mooney (all Lazard), D. Orlofsky, D. Kelsall (all APS), L. Wright, J. Van Orden (all PSP) A. Laurence, A. Kaminsky (all FRG) and 1L Steering Committee members re: VSI business operations update	0.5

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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/20/2024	DK	Meeting with S. Khemlani, N. Mooney (all Lazard), D. Orlofsky, D. Kelsall (all APS), M. Bennett (Buddy's), A. Laurence, A. Kaminsky (all FRG) and 1L Steering Committee members re: Buddy's business operations update	0.5
11/21/2024	DK	Teleconference with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin (APS), A. Scruton and others (FTI) re: 2L Creditor diligence	1.5
11/21/2024	HC	Teleconference with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin (APS), A. Scruton and others (FTI) re: 2L Creditor diligence	1.5
11/21/2024	SD	Teleconference with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin (APS), A. Scruton and others (FTI) re: 2L Creditor diligence	1.5
11/22/2024	DK	Draft email to ABL Advisors re: cash deposits	0.1
11/22/2024	SC	Respond to diligence questions re: counsel critical vendor questions	0.6
11/22/2024	DK	Teleconference with D. Kelsall, T. Xu (APS), K. Kamlani and others (M3), C. Grubb and others (Ducera) re: ABL Advisor diligence	0.5
11/22/2024	TX	Teleconference with D. Kelsall, T. Xu (APS), K. Kamlani and others (M3), C. Grubb and others (Ducera) re: ABL Advisor diligence	0.5
11/22/2024	DK	Teleconference with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin (APS), D. Laton and others (Province) re: UCC diligence	0.6
11/22/2024	HC	Teleconference with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin (APS), D. Laton and others (Province) re: UCC diligence	0.6
11/22/2024	SD	Teleconference with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin (APS), D. Laton and others (Province) re: UCC diligence	0.6
11/23/2024	DK	Analysis re: response to 1L advisors diligence questions re: AF process	0.6
11/24/2024	DK	Analysis and redraft of diligence requests re: American Freight variances	0.4
11/25/2024	DK	Analysis re: diligence request re: LTIP	0.1
11/25/2024	DK	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, S. Cherian, T. Xu (APS), A. Scruton, M. Eisler, N. Leake and additional team members (FTI) re: DIP budget, critical vendors and related matters	1.6
11/25/2024	SC	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, S. Cherian, T. Xu (APS), A. Scruton, M. Eisler, N. Leake and additional team members (FTI) re: DIP budget, critical vendors and related matters	1.6
11/25/2024	SD	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, S. Cherian, T. Xu (APS), A. Scruton, M. Eisler, N. Leake and additional team members (FTI) re: DIP budget, critical vendors and related matters	1.6
11/25/2024	TX	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, S. Cherian, T. Xu (APS), A. Scruton, M. Eisler, N. Leake and additional team members (FTI) re: DIP budget, critical vendors and related matters	1.6
11/25/2024	DK	Review of CV reporting for prior week	0.1
11/26/2024	DK	Review materials in preparation for call with Province team.	0.3
11/26/2024	DK	Analysis of diligence requests from 2L advisors	1.4
11/26/2024	DK	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, S. Cherian, J. Dioso, T. Xu (APS), D. Laton, S. Kietlinski, N. Steffen, H. Congleton and D. Radi (Province) re: cash management, taxes, lease rejections and related matters	0.5

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Re: Communication & Meetings with Interested Parties
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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/26/2024	HC	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, S. Cherian, J. Dioso, T. Xu (APS), D. Laton, S. Kietlinski, N. Steffen, H. Congleton and D. Radi (Province) re: cash management, taxes, lease rejections and related matters	0.5
11/26/2024	JD	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, S. Cherian, J. Dioso, T. Xu (APS), D. Laton, S. Kietlinski, N. Steffen, H. Congleton and D. Radi (Province) re: cash management, taxes, lease rejections and related matters	0.5
11/26/2024	SC	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, S. Cherian, J. Dioso, T. Xu (APS), D. Laton, S. Kietlinski, N. Steffen, H. Congleton and D. Radi (Province) re: cash management, taxes, lease rejections and related matters	0.5
11/26/2024	SD	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, S. Cherian, J. Dioso, T. Xu (APS), D. Laton, S. Kietlinski, N. Steffen, H. Congleton and D. Radi (Province) re: cash management, taxes, lease rejections and related matters	0.5
11/26/2024	TX	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, S. Cherian, J. Dioso, T. Xu (APS), D. Laton, S. Kietlinski, N. Steffen, H. Congleton and D. Radi (Province) re: cash management, taxes, lease rejections and related matters	0.5
11/26/2024	SD	Review materials related to the tax and cash management motions in preparation for call with Province team	0.8
11/26/2024	DK	Teleconference with D. Orlofsky, D. Kelsall (APS), S. Khemlani and others (Lazard), D. Sinclair and others (WFG), C. Grubb and others (Ducera), J. Goldstein and others (Paul Hastings) re: Case Strategy	0.5
11/26/2024	DK	Teleconference with K. Patel and others (Ducera), S. Khemlani and others (Lazard), Principals (SteerCo), C. Wishengrad and others (Guggenheim) re: Securitization process	0.5
11/27/2024	DK	Teleconference with D. Orlofsky, D. Kelsall, S. Deshpande (APS), D. Sinclair and others (WFG), C. Grubb and others (Ducera), S. Khemlani and others (Lazard), J. Goldstein and others (Paul Hastings) re: case strategy	1.0
11/27/2024	SD	Teleconference with D. Orlofsky, D. Kelsall, S. Deshpande (APS), D. Sinclair and others (WFG), C. Grubb and others (Ducera), S. Khemlani and others (Lazard), J. Goldstein and others (Paul Hastings) re: case strategy	1.0
11/27/2024	DK	Analysis re: diligence requests by 2L Advisors	0.6
11/27/2024	SD	Review initial draft of vendor detail prepared in response to requests from FTI and provide comments to H. Colvin (APS) re: the same	0.7
11/27/2024	DK	Teleconference with D. Orlofsky, D. Kelsall, J. Shen, D. Dholakia, T. Xu (APS), A. Scruton, M. Eisler and others (FTI) re: DIP Budget, CV and other matters	1.4
11/27/2024	DD	Teleconference with D. Orlofsky, D. Kelsall, J. Shen, D. Dholakia, T. Xu (APS), A. Scruton, M. Eisler and others (FTI) re: DIP Budget, CV and other matters	1.4

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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/27/2024	JS	Teleconference with D. Orlofsky, D. Kelsall, J. Shen, D. Dholakia, T. Xu (APS), A. Scruton, M. Eisler and others (FTI) re: DIP Budget, CV and other matters	1.4
11/27/2024	TX	Teleconference with D. Orlofsky, D. Kelsall, J. Shen, D. Dholakia, T. Xu (APS), A. Scruton, M. Eisler and others (FTI) re: DIP Budget, CV and other matters	1.4
11/29/2024	DK	Analysis re: Borrowing Base question	0.1
11/29/2024	DK	Analysis to resolve question from 1L advisors	0.3
Total Professional Hours			53.5



Franchise Group, Inc.
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Re: Communication & Meetings with Interested Parties
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PROFESSIONAL	RATE	HOURS	FEES
Rodi Blokh	\$1,225	2.9	3,552.50
Dan Kelsall	\$1,200	20.9	25,080.00
Swapna Deshpande	\$1,200	6.7	8,040.00
Terrence Grossman	\$1,200	0.3	360.00
Henry Colvin	\$1,100	2.9	3,190.00
Jeremy Dioso	\$895	5.6	5,012.00
Sujay Cherian	\$895	5.7	5,101.50
James Shen	\$880	1.4	1,232.00
Nishat Jabin	\$880	0.3	264.00
Tianyang Xu	\$880	4.4	3,872.00
Darshan Dholakia	\$810	1.7	1,377.00
Clarice Shen	\$750	0.7	525.00
Total Professional Hours and Fees	<u>53.5</u>	<u>\$</u>	<u>57,606.00</u>



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: U.S. Trustee / Court Reporting Requirements
Code: 20012136PA0002.1.5

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	DL	Review and revise SOFA / SOAL workplan	0.4
11/05/2024	DL	Draft and transmit email to A. Kaminsky (FRG) re: IDI due diligence requests	0.1
11/05/2024	JD	Request and compile bank account balances at filing for each operating company and parentco	0.8
11/05/2024	MB	Review trustee IDI requests, update tracking for outstanding items	0.6
11/07/2024	MB	Work with ETS teams to setup platform for statements and schedules	0.8
11/07/2024	MK	Attend meeting with J. Dioso, D. Lorenzo, M. Bernstein, M. Konop (APS) re: sofas and schedules preparation and review	0.5
11/07/2024	DL	Attend meeting with J. Dioso, D. Lorenzo, M. Bernstein, M. Konop (APS) re: sofas and schedules preparation and review	0.5
11/07/2024	JD	Attend meeting with J. Dioso, D. Lorenzo, M. Bernstein, M. Konop (APS) re: sofas and schedules preparation and review	0.5
11/07/2024	MB	Attend meeting with J. Dioso, D. Lorenzo, M. Bernstein, M. Konop (APS) re: sofas and schedules preparation and review	0.5
11/07/2024	DL	Call with A. Laurence, A. Kaminsky, J. Arsenault, K. Scholes, E. Seeton, T. McMillian (all FRG), T. Will, J. Gruber (both WFG) and S. Borovinskaya (YCST) re: IDI and 341 meeting	0.5
11/07/2024	DL	Call with S. Borovinskaya (YCST) re: MOR requirements	0.1
11/07/2024	DL	Coordinate and schedule MOR meeting with E. Seeton and K. Scholes (both FRG)	0.1
11/07/2024	DL	Draft and transmit email to A. Kaminsky (FRG) re: IDI due diligence requests	0.1
11/07/2024	DL	Email correspondence with A. Kaminsky (FRG) and A. Mielke (YCST) re: IDI due diligence	0.1
11/07/2024	DL	Email correspondence with A. Kaminsky (FRG) re: IDI diligence requests	0.1
11/07/2024	JD	Prepare preliminary workplans for SOFAs and Schedule reporting	1.1
11/07/2024	DL	Review and revise SOFA / SOAL workplan and related presentation	0.7
11/07/2024	DL	Review IDI diligence data and provide comments	0.6
11/07/2024	DL	Review interim orders for revisions and reporting requirements	0.4
11/08/2024	DL	Call with E. Seeton, K. Scholes, J. Arsenault (all FRG), D. Lorenzo (APS) re: MOR and SOFAs / SOALs workstreams	1.1
11/08/2024	JD	Coordinate SOFAs and SOALs discussions and scheduling	0.4
11/08/2024	DL	Review open items following kick off meetings with Opcos and timing	0.4
11/08/2024	DL	Draft email and transmit IDI tracker file to J. Arsenault (FRG)	0.1
11/08/2024	DL	Email correspondence with K. Scholes (FRG) re: IDI diligence requests	0.1
11/08/2024	DL	Email MOR forms, instructions and UST fee to E. Seeton and K. Scholes (both FRG)	0.2
11/08/2024	DL	Incorporate revisions to SOFAs / SOALs training presentation	0.7
11/08/2024	DL	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Konop (APS) re: Review SOFAs and SOALs workplan	0.7
11/08/2024	JD	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Konop (APS) re: Review SOFAs and SOALs workplan	0.7
11/08/2024	MB	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Konop (APS) re: Review SOFAs and SOALs workplan	0.7
11/08/2024	MK	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Konop (APS) re: Review SOFAs and SOALs workplan	0.7



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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/08/2024	JD	Prepare templates for use in UST reporting tools	1.1
11/08/2024	DL	Review legal entity upload	0.3
11/08/2024	JD	Review trial balance information provided for IDI and SOFA/SOALs	1.8
11/08/2024	MB	Setup legal entities for SOFAS and Schedules	0.4
11/08/2024	DL	Prepare workplan for work stream assignment, communications with FRG and development of timeline	0.6
11/11/2024	MS	Review and upload individual bank account information for Buddy's	1.0
11/11/2024	MS	Set up box folder access for opco teams to be able to provide information	0.5
11/11/2024	DL	Call with D. Lorenzo and B. Muratov (both APS) re: FDM tracking report	0.2
11/11/2024	MB	Collect and process data for FRG entity SOFAs and SOALs	0.6
11/11/2024	MB	Collect and process data for Initial Debtor Interview	0.4
11/11/2024	DL	Coordinate Initial Debtor Interview preparation session	0.1
11/11/2024	DL	Draft email and transmit files for IDI to S. Borovinskaya (YCST)	0.3
11/11/2024	MS	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS), A. Mielke (Young Conaway), J. Gruber (Willke), J. Arsenault, J. Seghi, others (FRG and American Freight), J. VanOrden, R. Maietta, others (Vitamin Shoppe), A. Block-Belmonte, J. Lawrence, others (Pet Supplies Plus and Buddy's) re: Ch11 Reporting - Schedules of Assets and Liabilities, Statements of Financial Affairs, and Monthly Operating Reports	0.9
11/11/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS) re: Consolidate current IDI responses for counsel review	0.9
11/11/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS) re: Consolidate current IDI responses for counsel review	0.9
11/11/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS), S. Borovinskaya (Young Conway) re: Discuss IDI responses and outstanding items	0.2
11/11/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS), S. Borovinskaya (Young Conway) re: Discuss IDI responses and outstanding items	0.2
11/11/2024	MS	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Review OpCos SOFAs and SOALs templates	1.0
11/11/2024	MS	Prepare and update workplan to collect and process data for FRG entity SOFAs and SOALs	0.3
11/11/2024	JD	Prepare chapter 11 reporting presentation materials	1.0
11/11/2024	JD	Review data provided during prep for use in opco SOFA and schedules	1.5
11/11/2024	DL	Review IDI support files received	1.4
11/11/2024	DK	Review of critical vendor schedule for court reporting	0.1
11/12/2024	MS	Consolidate meeting notes re: PSP workplan meeting	0.6
11/12/2024	MS	Prepare SOFA forms with legal entities	0.3
11/12/2024	DL	Review work performed by team related to organization of bank accounts.	0.1
11/12/2024	DL	Call with D. Lorenzo, J. Dioso (APS) re: SOFAs and SOALs workplan and next steps	0.3
11/12/2024	JD	Call with D. Lorenzo, J. Dioso (APS) re: SOFAs and SOALs workplan and next steps	0.3
11/12/2024	MB	Collect and process data for FRG entity SOFAs and SOALs	1.6
11/12/2024	MB	Collect and process data for Initial Debtor Interview	0.9
11/12/2024	DL	Email A. Kaminsky (FRG) re: IDI data request	0.1



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Re: U.S. Trustee / Court Reporting Requirements
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11/12/2024	DL	Email correspondence with K. Scholes (FRG) re: store mapping accounts and bank statements	0.2
11/12/2024	DL	Email correspondence with S. Borovinskaya (YCST) re: IDI due diligence	0.1
11/12/2024	DL	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS), A. Mielke (Young Conaway), J. Gruber (Willke), J. Arsenault, J. Seghi, others (FRG and American Freight), J. VanOrden, R. Maietta, others (Vitamin Shoppe), A. Block-Belmonte, J. Lawrence, others (Pet Supplies Plus and Buddy's) re: Ch11 Reporting - Schedules of Assets and Liabilities, Statements of Financial Affairs, and Monthly Operating Reports	0.9
11/12/2024	JD	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS), A. Mielke (Young Conaway), J. Gruber (Willke), J. Arsenault, J. Seghi, others (FRG and American Freight), J. VanOrden, R. Maietta, others (Vitamin Shoppe), A. Block-Belmonte, J. Lawrence, others (Pet Supplies Plus and Buddy's) re: Ch11 Reporting - Schedules of Assets and Liabilities, Statements of Financial Affairs, and Monthly Operating Reports	0.9
11/12/2024	MB	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS), A. Mielke (Young Conaway), J. Gruber (Willke), J. Arsenault, J. Seghi, others (FRG and American Freight), J. VanOrden, R. Maietta, others (Vitamin Shoppe), A. Block-Belmonte, J. Lawrence, others (Pet Supplies Plus and Buddy's) re: Ch11 Reporting - Schedules of Assets and Liabilities, Statements of Financial Affairs, and Monthly Operating Reports	0.9
11/12/2024	MK	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS), A. Mielke (Young Conaway), J. Gruber (Willke), J. Arsenault, J. Seghi, others (FRG and American Freight), J. VanOrden, R. Maietta, others (Vitamin Shoppe), A. Block-Belmonte, J. Lawrence, others (Pet Supplies Plus and Buddy's) re: Ch11 Reporting - Schedules of Assets and Liabilities, Statements of Financial Affairs, and Monthly Operating Reports	0.9
11/12/2024	MS	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS), A. Mielke (Young Conaway), J. Gruber (Willke), J. Arsenault, J. Seghi, others (FRG and American Freight), J. VanOrden, R. Maietta, others (Vitamin Shoppe), A. Block-Belmonte, J. Lawrence, others (Pet Supplies Plus and Buddy's) re: Ch11 Reporting - Schedules of Assets and Liabilities, Statements of Financial Affairs, and Monthly Operating Reports	0.9
11/12/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS), A. Ficken, K. Scholes (FRG) re: Review pre-petition medical benefits paid to date	0.9
11/12/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS), A. Ficken, K. Scholes (FRG) re: Review pre-petition medical benefits paid to date	0.9
11/12/2024	DL	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Review OpCos SOFAs and SOALs templates	1.0
11/12/2024	MB	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Review OpCos SOFAs and SOALs templates	1.0
11/12/2024	MS	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Review OpCos SOFAs and SOALs templates	1.0
11/12/2024	MB	Meeting with M. Bernstein, M. Steele (APS) re: Collect and process data for FRG entity SOFAs and SOALs	0.3



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109 Innovation Court, Suite J
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11/12/2024	MS	Meeting with M. Bernstein, M. Steele (APS) re: Collect and process data for FRG entity SOFAs and SOALS	0.3
11/12/2024	DL	Review IDI insurance documents and follow up re: open items	0.3
11/12/2024	DL	Review IDI support files received	2.1
11/12/2024	JD	Review materials related to management discussion on reporting requirements	0.6
11/12/2024	DL	Transmit IDI due diligence files to S. Borovinskaya (YCST)	0.3
11/13/2024	MS	Prepare data for SOAL AB (AF)	0.2
11/13/2024	MS	Prepare data for SOAL AB (Buddy's)	0.2
11/13/2024	MS	Prepare data for SOAL AB (PSP)	0.2
11/13/2024	MS	Prepare data for SOAL AB (VSI)	0.2
11/13/2024	MS	Prepare bank account information for SOAL AB	1.0
11/13/2024	DL	Review PSP legal entity listing and reporting schedule	0.2
11/13/2024	MS	Update AF workplan to reflect changes	0.2
11/13/2024	MS	Update Buddy's workplan to reflect changes	0.2
11/13/2024	MS	Update FRG Legal Entity Listing forms to reflect certain updates	0.2
11/13/2024	MS	Update FRG workplan to reflect changes	0.2
11/13/2024	MS	Update FRG_Cash management forms to reflect AB changes	0.2
11/13/2024	MS	Update PSP workplan to reflect updates	0.2
11/13/2024	MB	Collect and process data for all OpCos SOFAs and SOALS	1.3
11/13/2024	JD	Continue review of information on hand for use in SOFA and schedule initial data drafts	1.9
11/13/2024	DL	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Steele (APS) re: SOFA preparation	0.7
11/13/2024	JD	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Steele (APS) re: SOFA preparation	0.7
11/13/2024	MB	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Steele (APS) re: SOFA preparation	0.7
11/13/2024	MS	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Steele (APS) re: SOFA preparation	0.7
11/13/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS) re: Working session for SOFAs and SOALS OpCo training	0.6
11/13/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS) re: Working session for SOFAs and SOALS OpCo training	0.6
11/13/2024	MB	Meeting with M. Bernstein, M. Steele (APS) re: Working session; Prepare SOFAs and SOALS data entry templates for OpCos	1.7
11/13/2024	MS	Meeting with M. Bernstein, M. Steele (APS) re: Working session; Prepare SOFAs and SOALS data entry templates for OpCos	1.7
11/13/2024	MB	Review petitions information against tax filings provided by OpCos	0.4
11/14/2024	MS	Create files for contract uploads for all legal entities	0.8
11/14/2024	MS	Prepare schedule G forms for legal entities	0.5
11/14/2024	MS	Populate certain data into SOFA and SOAL files	1.0
11/14/2024	DL	Call with B. Feldman, J. Brandt (both WFG), and A. Mielke (YCST) re: SOFA / SOAL	0.2
11/14/2024	MB	Collect and process data for all OpCos SOFAs and SOALS	2.7
11/14/2024	DL	Draft and transmit emails to Opcos re: SOFAs & SOALS	0.2



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11/14/2024	DL	Draft email and transmit files for IDI to S. Borovinskaya (YCST)	0.2
11/14/2024	DL	Email T. McMillan-McWaters (FRG) re: IP data request and access to box	0.1
11/14/2024	DL	Meeting with D. Lorenzo, J. Dioso, M. Bernstein (APS) re: Working session to update SOFAs and SOALs templates and data collection communications	1.7
11/14/2024	JD	Meeting with D. Lorenzo, J. Dioso, M. Bernstein (APS) re: Working session to update SOFAs and SOALs templates and data collection communications	1.7
11/14/2024	MB	Meeting with D. Lorenzo, J. Dioso, M. Bernstein (APS) re: Working session to update SOFAs and SOALs templates and data collection communications	1.7
11/14/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS) re: Working session; Review interim benefits paid and estimated costs	0.4
11/14/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS) re: Working session; Review interim benefits paid and estimated costs	0.4
11/14/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS), K. Barrett, J. Lawler-Hoyle (PSP) re: SOFAs and SOALs follow up with PSP for legal related categories	1.1
11/14/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS), K. Barrett, J. Lawler-Hoyle (PSP) re: SOFAs and SOALs follow up with PSP for legal related categories	1.1
11/14/2024	DL	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), K. Barrett, A. Block-Belmonte, others (PSP) re: PSP - MOR / SOFA SOAL Kick off	1.3
11/14/2024	MB	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), K. Barrett, A. Block-Belmonte, others (PSP) re: PSP - MOR / SOFA SOAL Kick off	1.3
11/14/2024	MS	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), K. Barrett, A. Block-Belmonte, others (PSP) re: PSP - MOR / SOFA SOAL Kick off	1.3
11/14/2024	MB	Meeting with T. Grossman, S. Cherian (APS) re: Logistics and Mechanics Vendors	0.8
11/14/2024	MS	Meeting with T. Grossman, S. Cherian (APS) re: Logistics and Mechanics Vendors	0.8
11/14/2024	SD	Review requests to go out related to SOAL G to various opcos and prepare comments regarding the same.	0.5
11/14/2024	MB	Prepare templates and materials for PSP SOFAs and SOALs kickoff and follow up calls	0.8
11/14/2024	DL	Review chart of accounts mapping	0.3
11/14/2024	MB	Update SOFAS and SOALs workplans and communications to OpCos	2.2
11/14/2024	DL	Review information provided for SOFAs and SOALs by opco	1.0
11/15/2024	MS	Review and label PSP GL to map to workplan	1.0
11/15/2024	MS	Update AF workplan to meeting notes	0.3
11/15/2024	MS	Update Buddy's workplan to meeting notes	0.3
11/15/2024	MS	Update FRG workplan to meeting notes	0.3
11/15/2024	MS	Update PSP workplan to meeting notes	0.3
11/15/2024	MS	Update VSI workplan to meeting notes	0.3
11/15/2024	MB	Follow up on WNW entity federal ids	0.4
11/15/2024	MB	Meeting with M. Bernstein, M. Steele (APS) re: Working session to update workplans and templates for next weeks OpCo meetings	0.9
11/15/2024	MS	Meeting with M. Bernstein, M. Steele (APS) re: Working session to update workplans and templates for next weeks OpCo meetings	0.9
11/15/2024	JD	Meeting with S. Deshpande, J. Dioso (APS) re: Schedule G	0.5



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11/15/2024	SD	Meeting with S. Deshpande, J. Diioso (APS) re: Schedule G	0.5
11/15/2024	MB	Meeting with J. Diioso, M. Bernstein (partial), M. Konop, M. Steele (APS) re: Schedule G Discussion	0.4
11/15/2024	MK	Meeting with J. Diioso, M. Bernstein (partial), M. Konop, M. Steele (APS) re: Schedule G Discussion	0.5
11/15/2024	JD	Meeting with J. Diioso, M. Bernstein (partial), M. Konop, M. Steele (APS) re: Schedule G Discussion	0.5
11/15/2024	MS	Meeting with J. Diioso, M. Bernstein (partial), M. Konop, M. Steele (APS) re: Schedule G Discussion	0.5
11/15/2024	SC	Meeting with J. Diioso, M. Bernstein (partial), M. Konop, M. Steele (APS) re: Schedule G Discussion	0.5
11/15/2024	MB	Review and communicate insider list and data needs to the OpCos	0.4
11/15/2024	JD	Review information requested and previously provided responsive to SOFA questions and schedules data	1.4
11/15/2024	SD	Review inquiry received from counsel to landlord and prepare response to M. Bernstein (APS) re: appropriate action	0.4
11/15/2024	SD	Review SOFA and SOAL workplan for client	0.8
11/15/2024	MB	Update legal entity for SOFAs and SOALS based on OpCo responses	1.2
11/15/2024	MB	Update templates and workplans for all OpCos SOFAs and SOALS training	1.4
11/17/2024	HC	Respond First Day Motion reporting questions.	1.7
11/18/2024	MB	Meeting with M. Bernstein, M. Steele (APS) re: Working session to review SOFAs and SOALS workplans	0.3
11/18/2024	MS	Meeting with M. Bernstein, M. Steele (APS) re: Working session to review SOFAs and SOALS workplans	0.3
11/18/2024	MS	Review and revise next steps for FRG SOFAs and SOALS	0.6
11/18/2024	MS	Review and revise next steps for VSI SOFAs and SOALS	1.8
11/18/2024	DL	Draft and email transmit to Opcos controllers re: cutoff for SOFA / SOAL reporting	0.1
11/18/2024	JD	Meeting re: SOFAs and SOALs diligence requirements with J Lawrence (FRG)	1.4
11/18/2024	DL	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Working session to review responses from OpCos to kickoff calls	0.6
11/18/2024	MB	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Working session to review responses from OpCos to kickoff calls	0.6
11/18/2024	MS	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Working session to review responses from OpCos to kickoff calls	0.6
11/18/2024	DL	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), K. Barrett (PSP), K. Scholes (FRG) re: Review PSPs trial balance and GL activity	0.4
11/18/2024	MB	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), K. Barrett (PSP), K. Scholes (FRG) re: Review PSPs trial balance and GL activity	0.4
11/18/2024	MS	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), K. Barrett (PSP), K. Scholes (FRG) re: Review PSPs trial balance and GL activity	0.4
11/18/2024	DL	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), K. Scholes, J. Arsenault, A. Ficken (FRG) re: FRG SOFA SOAL Kick off call	1.2
11/18/2024	MB	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), K. Scholes, J. Arsenault, A. Ficken (FRG) re: FRG SOFA SOAL Kick off call	1.2



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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/18/2024	MS	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), K. Scholes, J. Arsenault, A. Ficken (FRG) re: FRG SOFA SOAL Kick off call	1.2
11/18/2024	DL	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), R. Maietta, J. VanOrden (VSI) re: Vitamin Shoppe - SOFA SOAL Kick off call	1.2
11/18/2024	MB	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), R. Maietta, J. VanOrden (VSI) re: Vitamin Shoppe - SOFA SOAL Kick off call	1.2
11/18/2024	MS	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), R. Maietta, J. VanOrden (VSI) re: Vitamin Shoppe - SOFA SOAL Kick off call	1.2
11/18/2024	JD	Perform initial mapping of TBs for schedules and statements	1.3
11/18/2024	JD	Prepare follow up questions for Buddy's diligence requests to complete SOFAs and SOALS	0.8
11/18/2024	JD	Prepare secure Dropbox site for company personnel to use for SOFA and Schedule diligence gathering	0.7
11/18/2024	MB	Prepare SOFA and SOALS files for kickoff calls with FRG and Vitamin Shoppes	0.9
11/18/2024	MB	Process PSP files submitted for SOFAs and SOALS	1.1
11/18/2024	DL	Review franchise agreement file	0.3
11/18/2024	MB	Update trial balance request for PSP to use fiscal calendar	0.4
11/18/2024	MB	Updates and follow up communications to PSP and VSI with SOFAs and Schedules revised workplan, templates, and meeting notes	0.7
11/19/2024	MS	Build work plan tracker for Schedules and Statements	1.2
11/19/2024	JD	Coordinate internally and referred to cash motion diligence to identify potential utility adequate assurance bank accounts to use after the first choice account was repurposed to escrow	0.4
11/19/2024	MS	Map bank accounts to work plan	0.9
11/19/2024	DL	Call with J. Graber (WFG) re: Wages FDM final order	0.1
11/19/2024	DL	Call with S. Borovinskaya (YCST) re: Initial Debtor Interview	0.1
11/19/2024	DL	Draft and transmit email to Opcos re: Wages FDM reporting	0.1
11/19/2024	DL	Email correspondence with A. Belmonte Block re: prepetition payments	0.2
11/19/2024	DL	Email correspondence with K. Scholes (FRG) re: benefits prepetition payments and SOFA SOAL templates	0.2
11/19/2024	MB	Finalize and distribute kickoff notes, action items, workplans and templates for FRG	1.1
11/19/2024	MB	Finalize and distribute kickoff notes, action items, workplans and templates for VSI	1.2
11/19/2024	DL	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Working Session for SOFAs and SOALS	2.2
11/19/2024	MB	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Working Session for SOFAs and SOALS	2.2
11/19/2024	MS	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Working Session for SOFAs and SOALS	2.2
11/19/2024	DL	Meeting with D. Orlofsky, D. Lorenzo, M. Bernstein (APS), A. Kaminsky, T. McMillan-McWaters, E. Seeton (FRG), S. Borovinskaya, A. Mielke, others (Young Conaway), B. Feldman, others (Willke) re: Initial Debtor Interview Prep Session	0.4

APServices

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11/19/2024	MB	Meeting with D. Orlofsky, D. Lorenzo, M. Bernstein (APS), A. Kaminsky, T. McMillan-McWaters, E. Seeton (FRG), S. Borovinskaya, A. Mielke, others (Young Conaway), B. Feldman, others (Willke) re: Initial Debtor Interview Prep Session	0.4
11/19/2024	MB	Meeting with M. Bernstein, M. Steele (APS) re: Review of OpCo trial balance and GL	0.4
11/19/2024	MS	Meeting with M. Bernstein, M. Steele (APS) re: Review of OpCo trial balance and GL	0.4
11/19/2024	MK	Meeting with M. Konop, M. Steele (APS) regarding additional matters related to contracts and SOAL G	0.2
11/19/2024	MS	Meeting with M. Konop, M. Steele (APS) regarding additional matters related to contracts and SOAL G	0.2
11/19/2024	JD	Organize Buddy's and American Freight Dropbox sites for SOFA and Schedule information to be provided and review portions already provided	1.8
11/19/2024	DL	Participate in AF SOFA SOAL kick off call with C. Matuska, A. Socie and others (all AF), D. Lorenzo, J. Dioso and M. Konop (all APS)	1.5
11/19/2024	JD	Participate in AF SOFA SOAL kick off call with C. Matuska, A. Socie and others (all AF), D. Lorenzo, J. Dioso and M. Konop (all APS)	1.5
11/19/2024	MK	Participate in AF SOFA SOAL kick off call with C. Matuska, A. Socie and others (all AF), D. Lorenzo, J. Dioso and M. Konop (all APS)	1.5
11/19/2024	MB	Process PSP trial balance, consolidating entities that were broken out	0.8
11/19/2024	DL	Read and respond to email inquiries re: Wages & Benefits prepetition payments	0.1
11/19/2024	SD	Review detail related to contracts to be incorporated as part of schedules and statements	1.1
11/19/2024	JD	Review population of American Freight data provided pre-filing related to executory contracts and unexpired leases for Schedule G	1.4
11/19/2024	DL	Review PSP IP data due diligence for incorporation into SOAL	0.3
11/19/2024	DL	Review PSP litigation data due diligence for incorporation into SOAL	0.6
11/20/2024	MS	Finalize trial balance in preparation for SOFA/SOAL update	1.2
11/20/2024	MS	Map trial balances to general ledger	2.1
11/20/2024	MS	Map trial balances ahead of internal meeting regarding schedules	1.4
11/20/2024	TG	Participate on a call with M. Gray (Debtor) re: revise American Freight leadership and all hands meeting schedule	0.2
11/20/2024	MS	Update work plan re: trial balance	0.6
11/20/2024	DL	Call with T. Orth (VSI) re: prepetition payments	0.1
11/20/2024	DL	Call with T. Orth (VSI) re: prepetition payments and final Wages FDM Order	0.3
11/20/2024	DL	Coordinate and schedule SOFA / SOAL call with T. McMillian (FRG)	0.1
11/20/2024	DL	Email correspondence with A. Kaminsky (FRG) re: insurance for IDI	0.1
11/20/2024	DL	Email correspondence with J. McGowan (Buddy's) re: FDM reporting	0.1
11/20/2024	DL	Follow up with PSP with missing data for Schedule G	0.2
11/20/2024	DL	Meeting with D. Lorenzo, M. Bernstein (partial), M. Steele (APS) re: Trial Balances Working Call	1.4
11/20/2024	MB	Meeting with D. Lorenzo, M. Bernstein (partial), M. Steele (APS) re: Trial Balances Working Call	0.9



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11/20/2024	MS	Meeting with D. Lorenzo, M. Bernstein (partial), M. Steele (APS) re: Trial Balances Working Call	1.4
11/20/2024	DL	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Work session to review and map PSP trial balance for SOFA and SOALS	1.6
11/20/2024	MB	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Work session to review and map PSP trial balance for SOFA and SOALS	1.6
11/20/2024	MS	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Work session to review and map PSP trial balance for SOFA and SOALS	1.6
11/20/2024	DL	Prepare agenda for meeting with T. McMillian (FRG)	0.2
11/20/2024	SD	Prepare correspondence to K. Scholes (FRG) re: utility adequate assurance department and funding of the same	0.2
11/20/2024	MB	Prepare list of SOFA and SOALS questions for review with GC	0.6
11/20/2024	DL	Read emails re: bank accounts for IDI	0.1
11/20/2024	MB	Research EIN for WNM Stores, LLC, missing in voluntary petition	0.3
11/20/2024	MB	Review and prepare trial balance mapping to SOFAs and SOALS for Pet Supplies Plus	2.2
11/20/2024	DL	Review and update FRG workplan	0.3
11/20/2024	DL	Review and update PSP workplan	0.2
11/20/2024	DL	Review and update VSI workplan	0.3
11/20/2024	DL	Review IDI insurance files and transmit to YCST	0.3
11/20/2024	DL	Review lease summary schedule for PSP for Schedule G	0.3
11/20/2024	DL	Review mapping of PSP trial balances for SOFA / SOAL	1.7
11/20/2024	JD	Review open questions and provided feedback on SOFA Schedule questions	1.4
11/20/2024	MB	Update SOFA and SOALS workplans to track responses from OpCos	1.1
11/20/2024	JD	Update SOFA Schedule workplan files for AF and Buddy's to prep for info to be received	1.7
11/21/2024	MS	Consolidate lease files to incorporate into appropriate SOAL G	0.5
11/21/2024	MS	Continue schedule G preparation for PSP	1.7
11/21/2024	MS	Prepare updated draft of Schedule AB across all entities	0.3
11/21/2024	MS	Update schedule G for PSP	1.1
11/21/2024	MS	Upload schedule G files into system for preparation of documents	0.6
11/21/2024	JD	Continue review of initial information provided re: AF SOFA/SOAL data request	1.6
11/21/2024	DL	Email correspondence with C. Matuska (AF) re: wages prepetition payments	0.1
11/21/2024	DL	Meeting with D. Lorenzo and M. Steele (both APS) re: open questions for SOALS	0.6
11/21/2024	MS	Meeting with D. Lorenzo and M. Steele (both APS) re: open questions for SOALS	0.6
11/21/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS), J. Lawler-Hoyle (PSP) re: Review and update PSP Litigation tracker for SOFA and SOALS	0.6
11/21/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS), J. Lawler-Hoyle (PSP) re: Review and update PSP Litigation tracker for SOFA and SOALS	0.6
11/21/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS), T. McMillian-McWaters (FRG) re: Review and update SOFA and SOALS data requests with FRG counsel	0.7



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11/21/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS), T. McMillian-McWaters (FRG) re: Review and update SOFA and SOALs data requests with FRG counsel	0.7
11/21/2024	DL	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Develop work plan to complete SOFA/SOALS	0.6
11/21/2024	MB	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Develop work plan to complete SOFA/SOALS	0.6
11/21/2024	MS	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Develop work plan to complete SOFA/SOALS	0.6
11/21/2024	DL	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Working session to review and prepare SOFAs and SOALs for PSP related to IP and Franchise agreements	0.5
11/21/2024	MB	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Working session to review and prepare SOFAs and SOALs for PSP related to IP and Franchise agreements	0.5
11/21/2024	MS	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS) re: Working session to review and prepare SOFAs and SOALs for PSP related to IP and Franchise agreements	0.5
11/21/2024	DL	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), A. Ficken, J. Arsenault, K. Scholes (FRG) re: SOFA and SOALs check in with FRG	0.3
11/21/2024	MB	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), A. Ficken, J. Arsenault, K. Scholes (FRG) re: SOFA and SOALs check in with FRG	0.3
11/21/2024	MS	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), A. Ficken, J. Arsenault, K. Scholes (FRG) re: SOFA and SOALs check in with FRG	0.3
11/21/2024	DL	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), K. Barrett, C. Barry, others (PSP) re: SOFA and SOALs check in with PSP	0.7
11/21/2024	MB	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), K. Barrett, C. Barry, others (PSP) re: SOFA and SOALs check in with PSP	0.7
11/21/2024	MS	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), K. Barrett, C. Barry, others (PSP) re: SOFA and SOALs check in with PSP	0.7
11/21/2024	DL	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS) re: Internal SOFA/SOALS Update	0.3
11/21/2024	JD	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS) re: Internal SOFA/SOALS Update	0.3
11/21/2024	MB	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS) re: Internal SOFA/SOALS Update	0.3
11/21/2024	MK	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS) re: Internal SOFA/SOALS Update	0.3
11/21/2024	MS	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS) re: Internal SOFA/SOALS Update	0.3
11/21/2024	SD	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS) re: Internal SOFA/SOALS Update	0.3
11/21/2024	DL	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS) re: Working session to review executory contracts from OpCos required for SOFA and SOALs submissions	0.6

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Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: U.S. Trustee / Court Reporting Requirements
Code: 20012136PA0002.1.5

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/21/2024	JD	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS) re: Working session to review executory contracts from OpCos required for SOFA and SOALs submissions	0.6
11/21/2024	MB	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS) re: Working session to review executory contracts from OpCos required for SOFA and SOALs submissions	0.6
11/21/2024	MK	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS) re: Working session to review executory contracts from OpCos required for SOFA and SOALs submissions	0.6
11/21/2024	MS	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS) re: Working session to review executory contracts from OpCos required for SOFA and SOALs submissions	0.6
11/21/2024	SD	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein, M. Konop, M. Steele (APS) re: Working session to review executory contracts from OpCos required for SOFA and SOALs submissions	0.6
11/21/2024	JD	Meeting with S. Deshpande, J. Dioso, M. Konop (APS) re: SOFA/SOALs Update	0.6
11/21/2024	MK	Meeting with S. Deshpande, J. Dioso, M. Konop (APS) re: SOFA/SOALs Update	0.6
11/21/2024	SD	Meeting with S. Deshpande, J. Dioso, M. Konop (APS) re: SOFA/SOALs Update	0.6
11/21/2024	DK	Partial attendance at Initial Debtor Interview telephonically.	0.3
11/21/2024	MB	Review and prepare PSP IP assets for SOFAs and SOALs	1.9
11/21/2024	JD	Review and request information related to secured debt tranches for SOFA and Schedule inclusion	0.6
11/21/2024	JD	Review of initial information provided as follow up to AF SOFA/SOAL discussion earlier in the week	1.7
11/21/2024	DL	Review revised IP files for Schedule AB	0.2
11/21/2024	DL	Review revised litigation file for SOAL	0.3
11/21/2024	DL	Review Schedule D data for upload	0.6
11/21/2024	DL	Review trial balances for incorporation in the SOFA / SOAL workplan	0.7
11/21/2024	DL	Telephone call with D. Orlofsky, D. Lorenzo (APS), T. Fox (UST), A. Laurence, A. Kaminsky and E. Seeton (FRG), S. Borovinskaya, A. Mielke (YCST) re: Initial Debtor Interview	0.6
11/22/2024	MS	Add newly received information to schedule G upload	0.5
11/22/2024	MS	Prepare open items list related to information required for SOFA 7	0.6
11/22/2024	MS	Populate PSP litigation tracker to load in schedules	1.7
11/22/2024	MS	Prepare consolidated detail for SOFA 7 response.	1.2
11/22/2024	MS	Update SOFA 7 response to incorporate additional detail from PSP team.	0.7
11/22/2024	MS	Upload files from data lake to internal server	0.8
11/22/2024	MB	Assist PSP with lease agreement extract of key data	0.4
11/22/2024	JD	Continue review of info provided for SOFAs/Schedules	1.1
11/22/2024	MB	Meeting with M. Bernstein, M. Konop (APS) re: Work session to identify missing VSI leases required for SOFA and SOALs	0.3



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Re: U.S. Trustee / Court Reporting Requirements
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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/22/2024	MK	Meeting with M. Bernstein, M. Konop (APS) re: Work session to identify missing VSI leases required for SOFA and SOALs	0.3
11/22/2024	MB	Meeting with M. Bernstein, M. Steele (APS) re: Work session to identify PSP litigation items for SOFA and SOALs	0.9
11/22/2024	MS	Meeting with M. Bernstein, M. Steele (APS) re: Work session to identify PSP litigation items for SOFA and SOALs	0.9
11/22/2024	MB	Prepare inventory data for upload in Schedule EF	0.9
11/22/2024	MB	Review and prepare PSP IP assets for SOFAs and SOALs	1.5
11/22/2024	MB	Review lease data provided for VSI, follow up for missing information	0.3
11/22/2024	MB	Review litigation trackers provided by FRG counsel; provide feedback	0.6
11/22/2024	MB	Update workplan tracking for outstanding items for VSI, PSP, and FRG	0.8
11/24/2024	HC	Respond First Day Motion reporting questions	1.8
11/25/2024	DL	Call with A. Kaminsky (FRG) re: SOFA / SOAL due diligence required	0.4
11/25/2024	JD	Continue review of uploaded information from AF and Buddy's related to SOFA/SOAL diligence	1.7
11/25/2024	DL	Email correspondence with C. Matuska (AF) re: prepetition wages payments	0.2
11/25/2024	DL	Meeting with D. Lorenzo, J. Dioso, M. Bernstein (APS) re: Work session final review of Directors, Officers, and Insider for OpCos to prepare insider payment files	0.4
11/25/2024	JD	Meeting with D. Lorenzo, J. Dioso, M. Bernstein (APS) re: Work session final review of Directors, Officers, and Insider for OpCos to prepare insider payment files	0.4
11/25/2024	MB	Meeting with D. Lorenzo, J. Dioso, M. Bernstein (APS) re: Work session final review of Directors, Officers, and Insider for OpCos to prepare insider payment files	0.4
11/25/2024	DL	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Konop (APS) re: Work session for SOFA and SOALs reviewing contracts, litigation, inventory data submissions	0.4
11/25/2024	JD	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Konop (APS) re: Work session for SOFA and SOALs reviewing contracts, litigation, inventory data submissions	0.4
11/25/2024	MB	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Konop (APS) re: Work session for SOFA and SOALs reviewing contracts, litigation, inventory data submissions	0.4
11/25/2024	MK	Meeting with D. Lorenzo, J. Dioso, M. Bernstein, M. Konop (APS) re: Work session for SOFA and SOALs reviewing contracts, litigation, inventory data submissions	0.4
11/25/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS) re: Work session review SOFA and SOALs workplan updates	0.5
11/25/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS) re: Work session review SOFA and SOALs workplan updates	0.5
11/25/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS) re: Work session for review and preparation for SOFA and SOALs for FRG submissions to date	1.5
11/25/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS) re: Work session for review and preparation for SOFA and SOALs for FRG submissions to date	1.5

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Re: U.S. Trustee / Court Reporting Requirements
Code: 20012136PA0002.1.5

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/25/2024	MB	Review executory contracts from PSP for SOFAs and SOALs	0.6
11/25/2024	DL	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein (APS), A. Mielke, K. McElroy (Young Conaway), B. Feldman, J. Gruber, others (WFG) re: Work session for review and preparation for SOFA and SOALs for FRG submissions to date	0.7
11/25/2024	JD	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein (APS), A. Mielke, K. McElroy (Young Conaway), B. Feldman, J. Gruber, others (WFG) re: Work session for review and preparation for SOFA and SOALs for FRG submissions to date	0.7
11/25/2024	MB	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein (APS), A. Mielke, K. McElroy (Young Conaway), B. Feldman, J. Gruber, others (WFG) re: Work session for review and preparation for SOFA and SOALs for FRG submissions to date	0.7
11/25/2024	SD	Meeting with S. Deshpande, D. Lorenzo, J. Dioso, M. Bernstein (APS), A. Mielke, K. McElroy (Young Conaway), B. Feldman, J. Gruber, others (WFG) re: Work session for review and preparation for SOFA and SOALs for FRG submissions to date	0.7
11/25/2024	JD	Prepare preliminary draft templates for use in SOFA/SOAL compilation across opcos	1.0
11/25/2024	DL	Read and respond to emails re: SOFA / SOAL data requirements	0.3
11/25/2024	DL	Read emails re: SOFA / SOAL data requests	0.2
11/25/2024	DL	Review additional bank statement requests for IDI for completeness	0.3
11/25/2024	SD	Review correspondence from D. Orlofsky (APS) re: certain payment information and prepare correspondence to D. Lorenzo, J. Dioso and M. Bernstein (all APS) re: the same	0.3
11/25/2024	DL	Review FRG trial balances and corresponding data for SOFA / SOAL	0.8
11/25/2024	MB	Review materials provided by PSP for SOFAs and SOALs	0.9
11/25/2024	SD	Review open items related to Schedules and Statements from D. Lorenzo (APS) and provide comments to the same	0.6
11/25/2024	JD	Review uploaded information from Buddy's related to SOFA/SOAL diligence	1.2
11/25/2024	MB	Update current and former Insider and Director lists to be used for SOFAs and SOALs	2.6
11/25/2024	MB	Work with FRG counsel to finalize board of directors and insider lists	1.7
11/26/2024	MB	Participate in discussion with J. Van Orden regarding insider payment data request for VSI	0.1
11/26/2024	DL	Email correspondence with K. Scholes (FRG) re: August / September 2024 bank statements	0.2
11/26/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS), T. Orth, R. Maietta, others (VSI) re: Working session with TVS and Finance to review FDM motion tracking and SOFAs and SOALs	0.6
11/26/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS), T. Orth, R. Maietta, others (VSI) re: Working session with TVS and Finance to review FDM motion tracking and SOFAs and SOALs	0.6



Franchise Group, Inc.
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Delaware, OH 43015

Re: U.S. Trustee / Court Reporting Requirements
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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/26/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS), R. Maietta (VSI), K. Barrett (PSP), K. Scholes, J. Arsenault, others (FRG), A. Socie, C. Matuska, others (AF), J. Lawrence (Buddy's) re: Working session with OpCos to discuss LSTC classification assessment	0.5
11/26/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS), R. Maietta (VSI), K. Barrett (PSP), K. Scholes, J. Arsenault, others (FRG), A. Socie, C. Matuska, others (AF), J. Lawrence (Buddy's) re: Working session with OpCos to discuss LSTC classification assessment	0.5
11/26/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS), R. Maietta, J. Van Orden (VSI) re: Weekly check in on SOFA and SOALs data reporting progress with TVS	0.7
11/26/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS), R. Maietta, J. Van Orden (VSI) re: Weekly check in on SOFA and SOALs data reporting progress with TVS	0.7
11/26/2024	MB	Process executory contracts from OpCos for SOFAs and SOALs	0.2
11/26/2024	MB	Process FRG trial balances received for SOFAs and SOALs	1.7
11/26/2024	SD	Review information related to SOAL EF Part 2 and other disclosures	1.4
11/26/2024	DL	Transmit depreciation schedules to S. Borovinskaya (YCST)	0.2
11/26/2024	MB	Work with Buddy's on Insider Payment data request	0.3
11/26/2024	MB	Work with VSI team on Insider Payment data request	0.4
11/27/2024	DL	Draft and transmit email to OPCO's re: MOR schedule and follow up call	0.1
11/27/2024	DL	Draft and transmit email to T. McMillian (FRG) re: FRG executory contracts	0.1
11/27/2024	DL	Email correspondence with K. Barrett (PSP) re: compensation plans	0.1
11/27/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS), A. Ficken, C. Brown, K. Scholes, J. Arsenault (FRG) re: SOFA SOAL Check In - FRG	0.5
11/27/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS), A. Ficken, C. Brown, K. Scholes, J. Arsenault (FRG) re: SOFA SOAL Check In - FRG	0.5
11/27/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS), K. Barrett, A. Vecchioni, C. Barry, J. Lawler (PSP) re: SOFA SOAL Check In - PSP	0.5
11/27/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS), K. Barrett, A. Vecchioni, C. Barry, J. Lawler (PSP) re: SOFA SOAL Check In - PSP	0.5
11/27/2024	BM	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, D. Dholakia, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/27/2024	DK	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, D. Dholakia, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/27/2024	DD	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, D. Dholakia, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/27/2024	DL	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, D. Dholakia, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/27/2024	HC	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, D. Dholakia, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3

APServices

Franchise Group, Inc.
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Re: U.S. Trustee / Court Reporting Requirements
Code: 20012136PA0002.1.5

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/27/2024	JD	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, D. Dholakia, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/27/2024	MB	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, D. Dholakia, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/27/2024	MK	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, D. Dholakia, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/27/2024	SD	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, D. Dholakia, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/27/2024	TG	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, D. Dholakia, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/27/2024	TX	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, D. Dholakia, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base	0.3
11/27/2024	DL	Review PSP work plan in advance of scheduled call	0.3
Total Professional Hours			254.6



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PROFESSIONAL	RATE	HOURS	FEES
Dan Kelsall	\$1,200	0.7	840.00
Swapna Deshpande	\$1,200	8.3	9,960.00
Terrence Grossman	\$1,200	0.5	600.00
Denise Lorenzo	\$1,125	59.4	66,825.00
Henry Colvin	\$1,100	3.8	4,180.00
Jeremy Dioso	\$895	42.0	37,590.00
Mark Bernstein	\$895	77.7	69,541.50
Sujay Cherian	\$895	0.5	447.50
Tianyang Xu	\$880	0.3	264.00
Darshan Dholakia	\$810	0.3	243.00
Bakhovuddin Muratov	\$770	0.3	231.00
Matthew Konop	\$625	6.8	4,250.00
Maxwell Steele	\$500	54.0	27,000.00
Total Professional Hours and Fees	<u>254.6</u>		<u>\$ 221,972.00</u>



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Business Plan / Analysis
Code: 20012136PA0002.1.6

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	CS	Build VSI store economic model	2.0
11/04/2024	CS	Call with S. Cherian and C. Shen (Both APS) re: store economic model	0.7
11/04/2024	CS	Check VSI store economic model numbers against the initial VSI 4-wall analysis	2.0
11/04/2024	CS	Continue to build VSI store economic model	2.1
11/04/2024	NJ	Develop financial disclosure for income statement	1.7
11/04/2024	NJ	Review financial disclosure for the balance sheet and debt schedule	1.7
11/04/2024	NJ	Review financial disclosure for the cash flow development	1.9
11/04/2024	NJ	Review FRG capex and D&A in the first day declarations	1.4
11/04/2024	CS	Review VSI data room files to prepare for building store economic model	1.0
11/04/2024	CS	Update VSI store list	0.5
11/05/2024	CS	Review and revise store economic model	1.1
11/05/2024	CS	Continue to update VSI store economic model	1.6
11/05/2024	CS	Meeting with T. Grossman, S. Cherian, C. Shen (APS) re: VSI store economic model	0.9
11/05/2024	SC	Meeting with T. Grossman, S. Cherian, C. Shen (APS) re: VSI store economic model	0.9
11/05/2024	TG	Meeting with T. Grossman, S. Cherian, C. Shen (APS) re: VSI store economic model	0.9
11/05/2024	CS	Update VSI store economic model	1.9
11/06/2024	CS	Continue to update VSI store economic model	2.4
11/06/2024	CS	Update VSI store economic model	1.9
11/07/2024	CS	Review VSI store economic model	0.7
11/07/2024	CS	Update VSI store economic model	2.0
11/08/2024	CS	Continue to update VSI store economic model	2.0
11/08/2024	CS	Meeting with S. Cherian, C. Shen (APS) re: Review VSI store economic model	1.0
11/08/2024	SC	Meeting with S. Cherian, C. Shen (APS) re: Review VSI store economic model	1.0
11/08/2024	NJ	Review AF liquidation for questions from management	0.3
11/08/2024	CS	Review VSI store economic model	0.9
11/08/2024	CS	Update VSI store economic model	2.4
11/09/2024	CS	Address AF due diligence questions	1.1
11/09/2024	CS	Meeting with S. Cherian, C. Shen (APS) re: AF business plan questions	0.3
11/09/2024	SC	Meeting with S. Cherian, C. Shen (APS) re: AF business plan questions	0.3
11/09/2024	CS	Update VSI store economic model	1.5
11/10/2024	CS	Meeting with S. Cherian, C. Shen (APS) re: AF business plan questions	0.4
11/10/2024	SC	Meeting with S. Cherian, C. Shen (APS) re: AF business plan questions	0.4
11/11/2024	CS	Update VSI store economic model	1.9
11/11/2024	CS	Update VSI store economic model (continue)	1.0
11/12/2024	CS	Review/Update VSI store economic model	1.3
11/12/2024	CS	Update VSI store economic model	2.0
11/12/2024	CS	Update VSI store economic model (continue)	0.9
11/13/2024	CS	Meeting with S. Cherian, C. Shen (APS) re: VSI store economic model	0.4
11/13/2024	SC	Meeting with S. Cherian, C. Shen (APS) re: VSI store economic model	0.4
11/13/2024	NJ	Review Freedom trial balance and responded to questions from debtor counsel	0.3
11/13/2024	CS	Prepare VSI store cohort analysis	2.1
11/13/2024	CS	Update VSI store cohort analysis	0.4



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Re: Business Plan / Analysis
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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/14/2024	CS	Meeting with S. Cherian, C. Shen (APS) re: VSI store economic model review	1.7
11/14/2024	SC	Meeting with S. Cherian, C. Shen (APS) re: VSI store economic model review	1.7
11/14/2024	CS	Meeting with T. Grossman, S. Cherian, C. Shen (APS) re: VSI store economic model review	0.5
11/14/2024	SC	Meeting with T. Grossman, S. Cherian, C. Shen (APS) re: VSI store economic model review	0.5
11/14/2024	TG	Meeting with T. Grossman, S. Cherian, C. Shen (APS) re: VSI store economic model review	0.5
11/14/2024	CS	Update VSI store economic model	1.7
11/14/2024	CS	Update VSI store economic model (continue)	2.0
11/15/2024	CS	Adjust assumptions and format tabs in VSI model	1.2
11/15/2024	CS	Adjust assumptions in VSI model	2.3
11/15/2024	CS	Review & Adjust VSI store economic model	2.0
11/15/2024	CS	Review & Adjust VSI store economic model (continue)	1.1
11/15/2024	SC	Review of VSI portfolio and coordinating store economic mode and lease negotiation workstream	2.6
11/15/2024	SC	Continue to review of VSI portfolio and coordinating store economic mode and lease negotiation workstream	0.8
11/15/2024	SC	VSI lease detail review and coordination re: store economic analysis	2.3
11/18/2024	CS	Meeting with T. Grossman, S. Cherian, C. Shen (APS) and Hilco Real Estate (Debtor's real estate advisor) re: VSI	0.5
11/18/2024	SC	Meeting with T. Grossman, S. Cherian, C. Shen (APS) and Hilco Real Estate (Debtor's real estate advisor) re: VSI	0.5
11/18/2024	TG	Meeting with T. Grossman, S. Cherian, C. Shen (APS) and Hilco Real Estate (Debtor's real estate advisor) re: VSI	0.5
11/18/2024	CS	Meeting with T. Grossman, S. Cherian, C. Shen (APS) re: VSI Store Economic Review	0.5
11/18/2024	SC	Meeting with T. Grossman, S. Cherian, C. Shen (APS) re: VSI Store Economic Review	0.5
11/18/2024	TG	Meeting with T. Grossman, S. Cherian, C. Shen (APS) re: VSI Store Economic Review	0.5
11/18/2024	CS	Update VSI store economic model	2.4
11/19/2024	SD	Meeting with D. Orlofsky, S. Deshpande (APS), B. Feldman (WFG), A. Laurence (FRG), T. McMillan-McWaters (FRG), L. Wright, J. Van Orden, T. Evans, S. Harvey (VSI) re: go-forward business operations related to certain executory contracts	0.9
11/19/2024	CS	Meeting with S. Cherian, C. Shen (APS) re: VSI catch-up	0.2
11/19/2024	SC	Meeting with S. Cherian, C. Shen (APS) re: VSI catch-up	0.2
11/19/2024	CS	Respond to emails re: questions about VSI model	0.9
11/19/2024	CS	Review VSI lease files	0.4
11/19/2024	SC	VSI store economic review	0.4
11/20/2024	CS	Continue to update VSI stores model	1.5
11/20/2024	CS	Update VSI stores segmentation	1.8
11/20/2024	SC	VSI diligence review, drafting emails and coordination re: RE negotiations	2.6
11/21/2024	CS	Meeting with S. Cherian, C. Shen (APS) re: VSI lease amendment discussion	0.4

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Business Plan / Analysis
Code: 20012136PA0002.1.6

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/21/2024	SC	Meeting with S. Cherian, C. Shen (APS) re: VSI lease amendment discussion	0.4
11/21/2024	CS	Respond to emails re: questions about VSI model	0.8
11/21/2024	CS	Review lease amendment files uploaded by VSI	1.0
11/21/2024	CS	Update lease amendment analysis	2.1
11/22/2024	CS	Meeting with S. Cherian, C. Shen (APS) re: Review VSI lease amendment file	0.4
11/22/2024	SC	Meeting with S. Cherian, C. Shen (APS) re: Review VSI lease amendment file	0.4
11/22/2024	CS	Meeting with S. Cherian, C. Shen (APS) re: Walk through lease amendment analysis	0.4
11/22/2024	SC	Meeting with S. Cherian, C. Shen (APS) re: Walk through lease amendment analysis	0.4
11/22/2024	CS	Update lease amendment analysis	1.6
11/22/2024	CS	Meeting with T. Grossman, S. Cherian, C. Shen (APS), and Hilco Real Estate (Debtor's real estate advisor) re: VSI	0.5
11/22/2024	SC	Meeting with T. Grossman, S. Cherian, C. Shen (APS), and Hilco Real Estate (Debtor's real estate advisor) re: VSI	0.5
11/22/2024	TG	Meeting with T. Grossman, S. Cherian, C. Shen (APS), and Hilco Real Estate (Debtor's real estate advisor) re: VSI	0.5
11/25/2024	CS	Meeting with S. Cherian, C. Shen (APS) re: VSI work plan	0.5
11/25/2024	SC	Meeting with S. Cherian, C. Shen (APS) re: VSI work plan	0.5
11/25/2024	CS	Meeting with T. Grossman, S. Cherian, C. Shen (APS), VSI team and Hilco Real Estate (Debtor's real estate advisor) re: Vitamin Shoppe - Portfolio Review	2.1
11/25/2024	SC	Meeting with T. Grossman, S. Cherian, C. Shen (APS), VSI team and Hilco Real Estate (Debtor's real estate advisor) re: Vitamin Shoppe - Portfolio Review	2.1
11/25/2024	TG	Meeting with T. Grossman, S. Cherian, C. Shen (APS), VSI team and Hilco Real Estate (Debtor's real estate advisor) re: Vitamin Shoppe - Portfolio Review	2.1
11/25/2024	DK	Review of initial draft of monthly financial information	0.3
11/25/2024	DK	Review of ratings presentation	0.2
11/25/2024	CS	Review VSI 4-wall EBITDA	1.3
11/25/2024	CS	Update lease amendment analysis	1.7
11/26/2024	CS	Build lease amendment analysis template	1.4
11/26/2024	CS	Continue to update VSI model	2.0
11/26/2024	CS	Meeting with S. Cherian, C. Shen (APS), VSI team and Hilco Real Estate (Debtor's real estate advisor) re: Vitamin Shoppe - Portfolio Review	2.1
11/26/2024	SC	Meeting with S. Cherian, C. Shen (APS), VSI team and Hilco Real Estate (Debtor's real estate advisor) re: Vitamin Shoppe - Portfolio Review	2.1
11/26/2024	DK	Review of initial draft of monthly financial information	0.2
11/26/2024	CS	Update American Freight lease rejection file	0.5
11/26/2024	CS	Update VSI model	1.6
11/27/2024	CS	Meeting with T. Grossman, S. Cherian, C. Shen (APS), VSI team and Hilco Real Estate (Debtor's real estate advisor) re: Vitamin Shoppe - Portfolio Review	2.2

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Business Plan / Analysis
Code: 20012136PA0002.1.6

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/27/2024	SC	Meeting with T. Grossman, S. Cherian, C. Shen (APS), VSI team and Hilco Real Estate (Debtor's real estate advisor) re: Vitamin Shoppe - Portfolio Review	2.2
11/27/2024	TG	Meeting with T. Grossman, S. Cherian, C. Shen (APS), VSI team and Hilco Real Estate (Debtor's real estate advisor) re: Vitamin Shoppe - Portfolio Review	2.2
Total Professional Hours			<u>123.5</u>

APServices

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 Delaware, OH 43015

Re: Business Plan / Analysis
 Code: 20012136PA0002.1.6

PROFESSIONAL	RATE	HOURS	FEES
Dan Kelsall	\$1,200	0.7	840.00
Swapna Deshpande	\$1,200	0.9	1,080.00
Terrence Grossman	\$1,200	7.2	8,640.00
Sujay Cherian	\$895	23.7	21,211.50
Nishat Jabin	\$880	7.3	6,424.00
Clarice Shen	\$750	83.7	62,775.00
Total Professional Hours and Fees		<u>123.5</u>	<u>\$ 100,970.50</u>

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Plan & Disclosure Statement
Code: 20012136PA0002.1.9

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	NJ	Review 3-statement financial disclosures	0.6
11/04/2024	NJ	Review and update notes to the draft liquidation analysis	0.3
11/05/2024	NJ	Review financial disclosure three statement model to understand balance sheet discrepancies	1.4
11/06/2024	NJ	Follow-up meeting with N. Jabin, T. Xu (APS) re: liquidation models	0.7
11/06/2024	TX	Follow-up meeting with N. Jabin, T. Xu (APS) re: liquidation models	0.7
11/06/2024	NJ	Meeting with N. Jabin, T. Xu (APS) re: liquidation models	0.5
11/06/2024	TX	Meeting with N. Jabin, T. Xu (APS) re: liquidation models	0.5
11/15/2024	DK	Teleconference with D. Orlofsky, D. Kelsall (APS) re: 2L plan	0.4
Total Professional Hours			5.1



Franchise Group, Inc.
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Delaware, OH 43015

Re: Plan & Disclosure Statement
Code: 20012136PA0002.1.9

PROFESSIONAL	RATE	HOURS	FEES
Dan Kelsall	\$1,200	0.4	480.00
Nishat Jabin	\$880	3.5	3,080.00
Tianyang Xu	\$880	1.2	1,056.00
Total Professional Hours and Fees		<u>5.1</u>	<u>\$ 4,616.00</u>

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Transaction Support
Code: 20012136PA0002.1.10

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	TG	Coordinate with C. Grubb (Ducera) on potential going concern buyer for American Freight	0.3
11/04/2024	TG	Participate in a call with a potential American Freight going concern buyer and provide guidance regarding protocol, process and access to the virtual data room	0.6
11/06/2024	TG	Participate on a phone call with A. Laurence (Debtor) re: Potential buyer for American Freight assets	0.2
11/07/2024	TG	Participate in a call with a potential American Freight Asset buyer	0.4
11/07/2024	TG	Participate in a call with A. Laurence (Debtor) re: potential asset buyer	0.2
11/08/2024	TG	Coordinate due diligence requests for a potential buyer of American Freight Assets	0.3
11/08/2024	TG	Participate on a call with a potential buyer for American Freight assets Provide guidance on requirements to gain access to data	0.4
11/13/2024	TG	Participate on a call with a potential buyer of American Freight assets Provide guidance for contacts at Hilco and Ducera	0.3
11/14/2024	TG	Coordinate due diligence for a potential buyer of American Freight Assets	0.3
11/18/2024	TG	Participate in a teams call with A. Laurence and M Gray (both Debtor) to coordinate options and next steps to sell an American Freight Franchisee's consigned inventory.	0.3
11/18/2024	TG	Participate on a call with a perspective buyer of certain American Freight assets Coordinate with Hilco and Ducera on next steps	0.4
11/20/2024	TG	Review offer for certain American Freight stores, fixtures and inventory. Provide Hilco with an overview, contact information and request go forward strategies	0.7
11/21/2024	TG	Participate in a work session with R. Armendariz, M. Lauren, D. Heefe (All Hilco) and M. Gray (Debtor) to review proposals and options for the sale on inventory in Franchisee stores	0.6
11/21/2024	TG	Review sale proposals for American Freight inventory in Franchisee stores and provide guidance on options and next steps	0.5
11/26/2024	TG	Analyze a proposal for the purchase of certain American Freight assets	0.4
11/26/2024	TG	Participate on a phone call with I Fredericks (Hilco) re: valuation of American Freight leases and inventory for a potential asset sale transaction	0.3
11/27/2024	TG	Coordinate with K. Patel (Ducera), R. Armendariz and D. Keefe (Hilco) to determine the value of certain American Freight assets, based on a purchase proposal from a potential buyer	0.4
11/27/2024	TG	Review a revised purchase proposal for certain American Freight Assets and provide guidance to R. Armendariz and D. Keefe (both Hilco) on additional information that will be required from the potential buyer	0.5
Total Professional Hours			7.1

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Re: Transaction Support
Code: 20012136PA0002.1.10

PROFESSIONAL	RATE	HOURS	FEES
Terrence Grossman	\$1,200	7.1	8,520.00
Total Professional Hours and Fees		7.1	\$ 8,520.00



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Business Operations
Code: 20012136PA0002.1.11

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	SD	Address request from E. Seeton (FRG) re: certain accounting requirements	0.4
11/04/2024	DL	Review detail related to bank accounts required for payroll.	0.7
11/04/2024	SD	Review draft communications to banks regarding the filing and cash management motion.	0.2
11/04/2024	SD	Prepare correspondence to C. Matuska (AF) responsive to request for guidance on accounting	0.2
11/04/2024	SD	Prepare correspondence to D. Taucher (AF) re: notices to be sent to certain landlords	0.4
11/04/2024	SD	Prepare correspondence to H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, B. Muratov and M. Konop (all APS) re: immediate operational actions required	0.2
11/04/2024	DL	Prepare OpCos payroll file; draft email and transmit to A. Kaminsky (FRG)	0.2
11/04/2024	SD	Respond to emails from Buddy's team re: cancellation of checks and AP cutoff process	0.2
11/04/2024	SD	Respond to emails from PSP team re: cancellation of checks and AP cutoff process	0.3
11/04/2024	SD	Review correspondence from VSI team re: certain payments and prepare response to the same	0.3
11/04/2024	MB	Update wage model for latest wage motion changes for filing	2.0
11/04/2024	HC	Prepare emails for opco's related to operational readiness and accounting cut off	0.4
11/05/2024	DL	Call with H. Char (PSP) re: payroll processing and timing	0.1
11/05/2024	DL	Call with J. Seghi and P. Etter (both American Freight) re: payroll processing and timing	0.1
11/05/2024	DL	Review detail related to JPM bank accounts	0.1
11/05/2024	DL	Review information related to status of bank accounts and determine next steps	0.3
11/05/2024	MK	Create and populate file to prepare for post petition disbursement tracking	1.0
11/05/2024	DL	Discuss opco bank accounts and payroll timing with S. Deshpande, D. Lorenzo, and J. Dioso (All APS)	0.4
11/05/2024	JD	Discuss opco bank accounts and payroll timing with S. Deshpande, D. Lorenzo, and J. Dioso (All APS)	0.4
11/05/2024	SD	Discuss opco bank accounts and payroll timing with S. Deshpande, D. Lorenzo, and J. Dioso (All APS)	0.4
11/05/2024	SD	Engage with opco-level individuals on multiple calls to address operational issues in the event first day orders are not entered on docket until next day.	2.4
11/05/2024	DL	First Day Hearing debrief and next steps with S. Deshpande, H. Colvin, D. Lorenzo and J. Dioso (all APS)	0.7
11/05/2024	SD	Prepare detailed correspondence to FRG and PSP teams and JPM representative re: certain payroll checks issued and treatment of the same	0.7
11/05/2024	JD	Review cash management systems w/r/t payroll processing for AF and PSP to ensure no interruption	0.7
11/06/2024	SD	Call with S. Deshpande and D. Lorenzo (both APS) re: payroll processing and expected timing	0.2
11/06/2024	DL	Call with S. Deshpande and D. Lorenzo (both APS) re: payroll processing and expected timing	0.2
11/06/2024	DK	Consolidation of business interruption detail across OpCos	0.6
11/06/2024	DL	Draft and transmit email to H. Char (PSP) re: payroll processing and timing	0.1



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Re: Business Operations
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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/06/2024	DL	Draft and transmit email to J. Seghi and P. Etter (both American Freight) re: payroll processing and timing	0.1
11/06/2024	DL	Draft and transmit email to J. Seghi, P. Etter (both American Freight) and H. Char (PSP) re: funding expected timing	0.4
11/06/2024	SD	Engage with opco-level individuals on multiple calls to address operational issues related to late-day entry of wage and cash collateral orders	1.9
11/06/2024	SD	Exchange correspondence with A. Laurence and A. Kaminsky (both FRG) re: payroll funding	0.6
11/06/2024	SD	Exchange multiple correspondence with JPM personnel and A. Block-Belmonte (PSP) re: status of bank accounts and ability to issue payroll from the same	0.8
11/06/2024	MB	Migrate due diligence files to secure site	1.0
11/06/2024	SD	Prepare correspondence to A. Block-Belmonte (PSP) re: certain operational orders entered on docket and impact of the same	0.4
11/06/2024	MB	Provide list of interim costs to client related to the Wage motion	0.4
11/06/2024	DL	Read and respond to emails re: first day hearing	0.3
11/06/2024	MK	Updates to FDM payment tracker	0.6
11/06/2024	BM	Review updated accounts payable following filing.	0.7
11/06/2024	BM	Open AP management for all companies except Vitamin Shoppe	2.9
11/06/2024	BM	Open AP management for Vitamin Shoppe	2.8
11/07/2024	JD	Communicate with bank and opco contacts to ensure ability to process payroll and fulfill administrative requirements to comply with cash management order	1.6
11/07/2024	DL	Draft and transmit email to J. Seghi and P. Etter (both American Freight) re: Wages First Day Motion and Interim Order	0.1
11/07/2024	DL	Draft and transmit email to H. Char (PSP) re: Wages First Day Motion and Interim Order	0.1
11/07/2024	DL	Draft and transmit email to J. McGowan (Buddy's) re: Wages First Day Motion and Interim Order	0.1
11/07/2024	DL	Draft and transmit email to T. Orth (VS) re: Wages First Day Motion and Interim Order	0.1
11/07/2024	DL	Draft status update email and transmit to S. Deshpande (APS)	0.2
11/07/2024	MB	Review and follow up in inquiries reported by Kroll	0.4
11/08/2024	SD	Exchange correspondence with T. McMillan-McWaters (FRG) re: certain claim against company.	0.2
11/08/2024	SD	Exchange correspondence with T. McMillan-McWaters (FRG) re: certain lease obligation	0.2
11/08/2024	MB	Redact PII data from provided files and migrate to secure site	2.5
11/08/2024	MB	Review and follow up in inquiries reported by Kroll	0.9
11/11/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS), K. Sholes, A. Ficken (FRG) re: Review post-filing process for benefits disbursements	0.4
11/11/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS), K. Sholes, A. Ficken (FRG) re: Review post-filing process for benefits disbursements	0.4
11/11/2024	SD	Participate on call with T. McMillan-McWaters (FRG), L. Wright, M. Batista, J. Van Orden (all VSI), B. Feldman (WFG) and R. Werner (Littler) re: certain claim	0.2

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Re: Business Operations
Code: 20012136PA0002.1.11

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/11/2024	SD	Prepare correspondence to B. Feldman and J. Graber (both WFG) re: certain charitable donations	0.2
11/11/2024	SD	Prepare correspondence to J. Seghi (AF) re: certain charitable donations	0.2
11/11/2024	MB	Review and follow up in inquiries reported by Kroll	0.1
11/11/2024	DK	Review of business disruption data and consolidation for creditor reporting	0.2
11/12/2024	MS	Call with D. Lorenzo and M. Steele (both APS) re: review of American Freight bank accounts	0.2
11/12/2024	DL	Call with D. Lorenzo and M. Steele (both APS) re: review of American Freight bank accounts	0.2
11/12/2024	MB	Follow up on counsel request for CBA information	0.3
11/12/2024	MB	Follow up with company on tracking of benefits payments for interim period	0.4
11/12/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS), P. Etter, M. Giles (American Freight) re: Meet with American Freight to work through payroll questions post filing	0.2
11/12/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS), P. Etter, M. Giles (American Freight) re: Meet with American Freight to work through payroll questions post filing	0.2
11/12/2024	MB	Review and follow up in inquiries reported by Kroll	0.2
11/12/2024	JD	Research and respond to ad hoc inquiries from parties reaching out to counsel	0.7
11/13/2024	JD	Communicate with management teams and bank contacts to ensure return to business-as-usual with respect to cash management system	0.6
11/13/2024	CS	Meeting with D. Orlofsky, T. Grossman, S. Cherian, C. Shen (APS), Vitamin Shoppe team, Hilco Real Estate (Debtor real estate advisor) re: Vitamin Shoppe Assessment	0.5
11/13/2024	SC	Meeting with D. Orlofsky, T. Grossman, S. Cherian, C. Shen (APS), Vitamin Shoppe team, Hilco Real Estate (Debtor real estate advisor) re: Vitamin Shoppe Assessment	0.5
11/13/2024	TG	Meeting with D. Orlofsky, T. Grossman, S. Cherian, C. Shen (APS), Vitamin Shoppe team, Hilco Real Estate (Debtor real estate advisor) re: Vitamin Shoppe Assessment	0.5
11/13/2024	SD	Prepare correspondence to E. Seeton (FRG) re: scope of work for certain professional	0.2
11/13/2024	MB	Review and follow up in inquiries reported by Kroll	0.1
11/13/2024	MB	Update medical benefits cost for interim period	0.6
11/14/2024	SD	Participate on call with E. Seeton (FRG) re: need for audit and related matters	0.2
11/14/2024	SD	Participate on call with S. Borovinskaya (YCST) re: certain professional and retention of the same	0.1
11/14/2024	TG	Review Vitamin Shoppe Inc. by store economic model and Support in preparation for an APS work session	0.8
11/14/2024	MB	Review and follow up in inquiries reported by Kroll	0.2
11/14/2024	DL	Review trial balances for mapping	0.3
11/14/2024	JD	Continue back and forth communication with banking partners and opcos as needed to ensure compliance with the cash order	0.9
11/14/2024	JD	Continue email communication with banking contacts to ensure compliance with the interim cash management order	1.4

APServices

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109 Innovation Court, Suite J
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Re: Business Operations
Code: 20012136PA0002.1.11

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/14/2024	JD	Draft communications to all banks within the cash management system to ensure compliance with the interim cash management order	1.8
11/15/2024	TG	Participate on a call with D. O'Brien (Hilco) re: Vitamin Shoppe store analysis	0.2
11/15/2024	SD	Participate on call with J. Graber (WFG) re: certain requirements under credit documents related to leases and matters related to vendors	0.2
11/15/2024	MB	Respond to counsel and c-suite request for data required for 2Ls	0.3
11/15/2024	SD	Review analysis related to amounts owed to vendors and provide comments to the same to H. Colvin (APS)	0.3
11/15/2024	MB	Review and follow up in inquiries reported by Kroll	0.2
11/15/2024	TG	Review Vitamin Shoppe, Inc. by store economic model. Provide guidance on additional analytics and modifications	0.5
11/15/2024	MB	Update medical benefits cost for interim period	0.4
11/15/2024	MB	Review latest communications and reports related to liquidity	0.4
11/18/2024	SC	Analysis re: critical vendor and prepetition amounts / payments	2.6
11/18/2024	SC	Coordination re: critical vendor and prepetition amounts / payments	0.8
11/18/2024	MB	Review and follow up in inquiries reported by Kroll	0.2
11/18/2024	TG	Review Vitamins Shoppe store economic model and segmentation	0.5
11/19/2024	DL	Call with T. Orth (VSI) re: wages reporting	0.5
11/19/2024	JD	Continue communication with banking partners and company after being alerted to ongoing issue with specific AF account	0.6
11/19/2024	DL	Meeting with D. Lorenzo, M. Bernstein (APS) re: Working session to review updates to benefits payments for interim period	0.3
11/19/2024	MB	Meeting with D. Lorenzo, M. Bernstein (APS) re: Working session to review updates to benefits payments for interim period	0.3
11/19/2024	MB	Review and follow up in inquiries reported by Kroll	0.1
11/19/2024	MB	Update benefit payments to date for interim period	0.4
11/20/2024	TG	Coordinate requirements for the by store real estate restructuring meeting with Vitamin Shoppe, Inc.	0.3
11/20/2024	JD	Correspond with company and counsel re: go-forward insurance plans	0.6
11/20/2024	MB	Review and follow up in inquiries reported by Kroll	0.1
11/20/2024	SD	Review correspondence from M. Gualtieri (FRG) re: inquiry from vendor re: tax matters and prepare response to the same	0.2
11/20/2024	SD	Review correspondence from M. Gualtieri (FRG) re: notice from taxing authority re: tax matters and prepare response to the same	0.2
11/20/2024	TG	Review the revised Vitamin Shoppe by store economic performance segmentation. Provide guidance on suggested modifications to C. Shen and S. Cherian (both APS)	0.6
11/20/2024	JD	Correspond to finalize guidance and issue direction to the company to establish the utility AA account	0.6
11/20/2024	JD	Respond to inquiries related to utilities and cash management motions	0.6
11/21/2024	SC	Coordination and confirmation of payments re: cv prepetition amounts	1.1
11/21/2024	SD	Exchange correspondence with D. Taucher (AF) re: payment of certain post-petition rent obligations	0.3
11/21/2024	SD	Exchange correspondence with J. Seghi (AF) re: payment of certain post-petition rent obligations	0.4

APServices

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Re: Business Operations
Code: 20012136PA0002.1.11

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/21/2024	DL	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), A. Ficken, J. Arsenault, K. Scholes (FRG) re: Review up to date benefits payments to ensure compliance with interim order	0.3
11/21/2024	MB	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), A. Ficken, J. Arsenault, K. Scholes (FRG) re: Review up to date benefits payments to ensure compliance with interim order	0.3
11/21/2024	MS	Meeting with D. Lorenzo, M. Bernstein, M. Steele (APS), A. Ficken, J. Arsenault, K. Scholes (FRG) re: Review up to date benefits payments to ensure compliance with interim order	0.3
11/21/2024	SD	Participate on call with D. Taucher (AF) re: certain rent-related matters	0.2
11/21/2024	SD	Prepare correspondence to J. Brandt (WFG) re: certain equipment lease agreement	0.4
11/21/2024	TG	Provide guidance to S. Cherian (ASP) and Hilco on procedures and out put for VSI lease approvals	0.3
11/21/2024	MB	Review and follow up in inquiries reported by Kroll	0.1
11/21/2024	SD	Review correspondence between J. Waters (AF) and J. Brandt (WFG) re: treatment of certain customer program and provide the same to J. Diioso (APS).	0.3
11/21/2024	SD	Review correspondence from and exchange correspondence with C. Matuska (AF) re: payments related to certain warranty and repair programs	0.4
11/21/2024	SD	Review correspondence from C. Matuska (AF) re: accounting related to certain items and provide response to the same	0.4
11/21/2024	JD	Investigate and follow up on OCP Motion draft and potential additional parties	0.6
11/25/2024	DL	Draft email, prepare template and transmit to H. Char (PSP)	0.1
11/25/2024	DL	Draft email, prepare template and transmit to J. McGowan (Buddy's)	0.1
11/25/2024	DL	Draft email, prepare template and transmit to P. Ettler (AF)	0.2
11/25/2024	DL	Draft email, prepare template and transmit to T. Orth (VSI)	0.1
11/25/2024	DL	Email correspondence C. Matuska (AF) re: prepetition payments	0.1
11/25/2024	DL	Email correspondence with T. Orth (VSI) re: status of data requests	0.1
11/25/2024	DL	Prepare First Day Motion summary and transmit with corresponding documents to Opcos	0.2
11/25/2024	MB	Review and follow up in inquiries reported by Kroll	0.2
11/25/2024	SD	Review details related to certain contract works provided by J. Seghi (AF) and provide details re: the same to D. Lorenzo and M. Bernstein (APS)	0.8
11/25/2024	DL	Review FRG data for Schedule A/B	0.4
11/25/2024	DL	Review invoices for prepetition / post-petition classification	0.1
11/25/2024	DL	Review PSP prepetition payments for tracking file	0.2
11/25/2024	TG	Review Vitamin Shoppe store performance analysis for lease approvals provide guidance on next steps	0.7
11/25/2024	JD	Responded to ad hoc inquiries received related to taxes and accounting matters	0.6
11/26/2024	DL	Draft and transmit email to Opcos re: prepetition intercompany payables	0.1
11/26/2024	TG	Participate on a phone call with D. O'Brien (Hilco) re: Hilco Real Estate retention application and Vitamin Shoppe lease restructuring scope and process	0.2
11/26/2024	MB	Review and follow up in inquiries reported by Kroll	0.1
11/26/2024	SD	Review correspondence from M. Gualtieri (FRG) re: certain obligations to government authorities and prepare response to the same	0.3

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Business Operations
Code: 20012136PA0002.1.11

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/26/2024	SD	Review question from C. Matuska a (AF) re: certain fees to be paid and review cash management motion and order in preparation of response to the same	0.6
11/26/2024	CS	Meeting with T. Grossman, S. Cherian, C. Shen (APS) and Lazard re: Lease Amendment Approval Process	0.4
11/26/2024	SC	Meeting with T. Grossman, S. Cherian, C. Shen (APS) and Lazard re: Lease Amendment Approval Process	0.4
11/26/2024	TG	Meeting with T. Grossman, S. Cherian, C. Shen (APS) and Lazard re: Lease Amendment Approval Process	0.4
11/26/2024	JD	Respond to ad hoc inquiries related to tax, customers, and utility motions	0.7
11/27/2024	SD	Exchange correspondence with M. Gualtieri (FRG) re: certain customer amounts due	0.3
11/27/2024	TG	Participate on a phone call with D. O'Brien (Hilco RE) re: disposition of the American Freight Livonia property	0.2
11/27/2024	SD	Prepare detailed correspondence to YCST and WFG teams regarding certain customer amounts due and proposed actions	0.2
11/27/2024	SD	Review and respond to correspondence from K. McElroy (YCST) re: certain customer payments	0.3
11/28/2024	SD	Exchange correspondence with S. Cherian (APS) re: VSI lease rejections and prepare correspondence to S. Borovinskaya (YCST) re: the same	0.4
11/29/2024	SD	Review correspondence from R. Maietta (VSI) re: certain payments due and prepare response to the same	0.3
Total Professional Hours			72.2

APServices

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109 Innovation Court, Suite J
Delaware, OH 43015

Re: Business Operations
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PROFESSIONAL	RATE	HOURS	FEES
Dan Kelsall	\$1,200	0.8	960.00
Swapna Deshpande	\$1,200	17.6	21,120.00
Terrence Grossman	\$1,200	5.2	6,240.00
Denise Lorenzo	\$1,125	8.2	9,225.00
Henry Colvin	\$1,100	0.4	440.00
Jeremy Dioso	\$895	12.4	11,098.00
Mark Bernstein	\$895	12.8	11,456.00
Sujay Cherian	\$895	5.4	4,833.00
Bakhovuddin Muratov	\$770	6.4	4,928.00
Clarice Shen	\$750	0.9	675.00
Matthew Konop	\$625	1.6	1,000.00
Maxwell Steele	\$500	0.5	250.00
Total Professional Hours and Fees	<u>72.2</u>	<u>\$</u>	<u>72,225.00</u>



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Vendor Management
Code: 20012136PA0002.1.13

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	TG	Coordinate with M. Lesso, J. Seghi (both AF) and J. Shen (APS) on post petition payment terms for American Freight Vendors	0.3
11/04/2024	JD	Prepare responses to inquiries from vendors and utilities via counsel	0.7
11/04/2024	BM	Meeting with H. Colvin, B. Muratov (APS) Vendor Management Discussion	0.5
11/04/2024	BM	Meeting with H. Colvin, B. Muratov (APS) Vendor Management Discussion	0.5
11/04/2024	HC	Participate on call with A. Block-Belmonte (PSP), S. Deshpande and H. Colvin (both APS) re: vendor issue	0.2
11/04/2024	SD	Participate on call with A. Block-Belmonte (PSP), S. Deshpande and H. Colvin (both APS) re: vendor issue	0.2
11/04/2024	HC	Participate on call with L. Wright, J. Van Order and M. Gonzalez (all VSI) and S. Deshpande and H. Colvin (both APS) re: vendor management process	0.7
11/04/2024	SD	Participate on call with L. Wright, J. Van Order and M. Gonzalez (all VSI) and S. Deshpande and H. Colvin (both APS) re: vendor management process	0.7
11/04/2024	HC	Participate on call with S. Deshpande and H. Colvin (both APS) re: cancellation of outstanding checks and certain vendor matters	0.2
11/04/2024	SD	Participate on call with S. Deshpande and H. Colvin (both APS) re: cancellation of outstanding checks and certain vendor matters	0.2
11/04/2024	HC	Prepare updates to First Day Motion Tracker	1.3
11/04/2024	HC	Prepare updates to vendor templates	2.1
11/04/2024	HC	Respond to questions related to vendor sizing for First Day Motions	1.1
11/04/2024	TG	Review American Freight vendor communications package and provide edits and guidance on communication strategy to S. Taub (Kekst), M. Gray, P. Etter, M. Seghi and A. Kaminsky (all Debtor)	0.6
11/04/2024	TG	Review Critical Vendor, Transportation and Logistics pre-petition relief motion in preparation for American Freight logistics calls with go forward vendors	0.5
11/04/2024	SD	Review materials related to certain vendor requests	0.3
11/04/2024	HC	Review schedule of uncleared checks for checks that needed to be canceled	2.2
11/04/2024	TG	Review terms of transportation and logistics relief motion with J. Seghi, M. Gray and M. Lessor (all AF)	0.3
11/04/2024	TG	Participate in meeting with M. Lesso, M. Gray, J. Seghi (all AF) re: vendors	0.5
11/05/2024	TG	Coordinate payment terms for transportation provider with M. Lesso (Debtor)	0.3
11/05/2024	DL	Email K. Scholes (FRG) re: vendor payment	0.1
11/05/2024	TG	Participate in a meeting with M. Gray and J. Seghi (Debtor) and a an American Freight Debtors Service Provider to provide guidance on the go forward wind down and post petition payments	0.5
11/05/2024	TG	Participate in an American Freight service provider call with M. Gray, J. Waters and J. Seghi (All Debtors)	0.6
11/05/2024	HC	Prepare updates to settlement email template and tracker	1.9
11/05/2024	HC	Respond to questions related to vendor sizing for First Day Motions	0.8
11/05/2024	HC	Respond to vendor matters and questions related to Vendor Motion	2.2
11/05/2024	HC	Review accounts payable categories related to lienholders	1.8
11/05/2024	TG	Review prep-petition transportation and warehouse lien holder data and provide guidance to S. Cherian and H. Calvin on modifications and next steps	0.4
11/05/2024	TG	Review vendor communication letters provide guidance on modifications, distribution and next steps	0.4



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Re: Vendor Management
Code: 20012136PA0002.1.13

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/05/2024	BM	Vendor Management Process Discussion with H. Colvin, B. Muratov (APS), A. Block-Belmonte and etc. (Pet Supplies Plus)	0.5
11/05/2024	HC	Vendor Management Process Discussion with H. Colvin, B. Muratov (APS), A. Block-Belmonte and etc. (Pet Supplies Plus)	0.5
11/05/2024	BM	Vendor Management Process Discussion with H. Colvin, B. Muratov (APS), L. Wright, J. VanOrden and etc. (The Vitamin Shoppe)	0.6
11/05/2024	HC	Vendor Management Process Discussion with H. Colvin, B. Muratov (APS), L. Wright, J. VanOrden and etc. (The Vitamin Shoppe)	0.6
11/06/2024	BM	Meeting with J. Lawrence, M. Bennett (Buddy's) re: vendor	0.5
11/06/2024	TG	Coordinate American Freight key vendor talking points with M. Gray, J. Seghi, J. Walters and M. Lesso (All Debtors)	0.3
11/06/2024	SD	Exchange correspondence with A. Laurence and A. Kaminsky (both FRG) re: certain vendor matters	0.7
11/06/2024	BM	VSI Vendor Management Process Discussion with H. Colvin, B. Muratov (APS), L. Wright, J. Van Orden and etc. (VSI)	0.7
11/06/2024	HC	TVS Vendor Management Process Discussion with H. Colvin, B. Muratov (APS), L. Wright, J. Van Orden and etc. (The Vitamin Shoppe)	0.7
11/06/2024	HC	Prepare analysis related to Interim Cap amounts	1.7
11/06/2024	HC	Prepare process documents related to post filing payments	1.4
11/06/2024	JD	Research and respond to inbound inquiries related to customer programs and utilities motions	0.7
11/06/2024	HC	Respond to vendor matters and questions related to Critical Vendor Motion	2.3
11/06/2024	TG	Review American Freight key vendor communication plan and provide guidance to M. Gray, M. Lesso, J. Walters (All Debtors)	0.6
11/06/2024	HC	Review updated accounts payable amounts	2.8
11/06/2024	BM	Vendor Management Process Discussion with H. Colvin, B. Muratov (APS), A. Block-Belmonte and etc. (Pet Supplies Plus)	0.4
11/06/2024	HC	Vendor Management Process Discussion with H. Colvin, B. Muratov (APS), A. Block-Belmonte and etc. (Pet Supplies Plus)	0.4
11/07/2024	DL	Attend meeting with S. Deshpande, J. Dioso, D. Lorenzo, M. Bernstein, M. Konop (APS), S. Borovinskaya, M. Khoudari, K. McElroy (YCST), B. Feldman, J. Brandt, M. Loison, J. Gruber (WFG), re: first day order compliance, vendor management and related matters	0.7
11/07/2024	MB	Attend meeting with S. Deshpande, J. Dioso, D. Lorenzo, M. Bernstein, M. Konop (APS), S. Borovinskaya, M. Khoudari, K. McElroy (YCST), B. Feldman, J. Brandt, M. Loison, J. Gruber (WFG), re: first day order compliance, vendor management and related matters	0.7
11/07/2024	SD	Attend meeting with S. Deshpande, J. Dioso, D. Lorenzo, M. Bernstein, M. Konop (APS), S. Borovinskaya, M. Khoudari, K. McElroy (YCST), B. Feldman, J. Brandt, M. Loison, J. Gruber (WFG), re: first day order compliance, vendor management and related matters	0.7
11/07/2024	JD	Attend meeting with S. Deshpande, J. Dioso, D. Lorenzo, M. Bernstein, M. Konop (APS), S. Borovinskaya, M. Khoudari, K. McElroy (YCST), B. Feldman, J. Brandt, M. Loison, J. Gruber (WFG), re: first day order compliance, vendor management and related matters	0.7

APServices

Franchise Group, Inc.
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Re: Vendor Management
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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/07/2024	DL	Review Kroll escalation call log	0.2
11/07/2024	MK	Attend meeting with S. Deshpande, J. Dioso, D. Lorenzo, M. Bernstein, M. Konop (APS), S. Borovinskaya, M. Khoudari, K. McElroy (YCST), B. Feldman, J. Brandt, M. Loison, J. Gruber (WFG), re: first day order compliance, vendor management and related matters	0.7
11/07/2024	BM	Meeting with H. Colvin, B. Muratov (APS), J. Lawrence, M. Bennett (Buddy's) re: vendor	1.1
11/07/2024	HC	Meeting with H. Colvin, B. Muratov (APS), J. Lawrence, M. Bennett (Buddy's) re: vendor	1.1
11/07/2024	SD	Exchange correspondence with JPM personnel re: ability to issue disbursements from bank accounts following entry of cash management, wages and related orders	0.7
11/07/2024	TG	Participate in a meeting with M. Gray and J. Sessums (Both Debtors) and a service provider Provide an overview on post petition payment structure and Debtor liquidity.	0.5
11/07/2024	TG	Participate in a meeting with M. Gray, J. Seghi, J. Waters (All Debtors) and an American Freight service provider to discuss the structure of go forward services	0.7
11/07/2024	TG	Participate on a call with M. Grey (Debtor) to coordinate service provider meetings	0.2
11/07/2024	JD	Participate on call with E. Seeton and M. Gualtieri (both FRG) and S. Deshpande and J. Dioso (both APS) re: payment of certain tax obligations	0.5
11/07/2024	SD	Participate on call with E. Seeton and M. Gualtieri (both FRG) and S. Deshpande and J. Dioso (both APS) re: payment of certain tax obligations	0.5
11/07/2024	BM	TVS Vendor Management Process Discussion with H. Colvin, B. Muratov (APS), L. Wright, J. Van Orden and etc. (The Vitamin Shoppe)	0.6
11/07/2024	HC	TVS Vendor Management Process Discussion with H. Colvin, B. Muratov (APS), L. Wright, J. Van Orden and etc. (The Vitamin Shoppe)	0.6
11/07/2024	SD	Prepare draft correspondence to contract counterparty refusing to provide post-petition services	0.7
11/07/2024	SD	Prepare follow-up correspondence to M. Gualtieri (FRG) re: certain tax obligations	0.2
11/07/2024	HC	Prepare updates to vendor management call agendas	1.2
11/07/2024	DL	Read and respond to emails re: vendor inquiries	0.2
11/07/2024	DL	Read and respond to emails re: vendor payment inquiries	0.2
11/07/2024	HC	Respond to vendor questions related to operational issues	2.7
11/07/2024	TG	Review and analyze pre-petition transportation and warehouse lien exposure and provide guidance on further analysis requirements and next steps to C. Matuska, J. Seghi, M. Lesso (all Debtor) and S. Cherian (APS)	0.6
11/07/2024	TG	Review and coordinate the distribution of American Freight Vendor support package	0.7
11/07/2024	HC	Review and recategorize updated accounts payable amounts	2.9
11/07/2024	BM	Vendor Management Process Discussion with H. Colvin, B. Muratov (APS), A. Block-Belmonte and etc. (Pet Supplies Plus)	0.6

APServices

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109 Innovation Court, Suite J
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Re: Vendor Management
Code: 20012136PA0002.1.13

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/07/2024	HC	Vendor Management Process Discussion with H. Colvin, B. Muratov (APS), A. Block-Belmonte and etc. (Pet Supplies Plus)	0.6
11/08/2024	DL	Review Kroll escalation call log	0.1
11/08/2024	BM	Attend meeting with B. Muratov, H. Colvin, D. Lorenzo (APS) and Pet Supplied Plus Vendor Team re: vendor management process	0.5
11/08/2024	HC	Attend meeting with B. Muratov, H. Colvin, D. Lorenzo (APS) and Pet Supplied Plus Vendor Team re: vendor management process	0.5
11/08/2024	BM	Attend meeting with B. Muratov, H. Colvin (APS) and The Vitamin Shoppe Vendor Team re: vendor management process	0.6
11/08/2024	HC	Attend meeting with B. Muratov, H. Colvin (APS) and The Vitamin Shoppe Vendor Team re: vendor management process	0.6
11/08/2024	TG	Coordinate with J. Brandt (Wilkie) on options to restore terminated vendor services	0.4
11/08/2024	SD	Exchange correspondence with M. Gonzalez (VSI) re: correspondence to certain vendors with pre-petition amounts outstanding	0.2
11/08/2024	TG	Participate in a meeting with S. Probst, C. Ardella (both Debtor), R. Spaccapaniccia, V. Gabriel (both HILCO), and a service vendor to negotiate post petition terms and restore services	0.6
11/08/2024	SD	Prepare follow-up correspondence to M. Gualtieri (FRG) re: certain category of tax obligation and provide response to S. Borovinskaya (YCST).	0.3
11/08/2024	SD	Prepare multiple correspondence to H. Colvin (APS) re: certain vendor issues raised	0.7
11/08/2024	HC	Prepare updates related to vendor payment files and additional timing of disbursements	2.4
11/08/2024	HC	Prepare updates to vendor templates	1.8
11/08/2024	HC	Respond to questions related to prepetition payments	1.9
11/08/2024	SD	Review summary status of vendor inquiries and provide comments to the same	0.7
11/08/2024	DL	Attend meeting with B. Muratov, H. Colvin, D. Lorenzo (APS) and Pet Supplied Plus Vendor Team re: vendor management process	0.5
11/08/2024	HC	Vendor Process call with counsel	0.9
11/08/2024	SD	Work with PSP team to address residual bank account access issues ahead of issuing disbursements	0.4
11/10/2024	HC	Respond to opco's request regarding email acknowledgment letter language	1.6
11/11/2024	BM	Call with H. Colvin, B. Muratov (APS), J. Gruber (WFG), J. Lawrence and M. Bennett (Buddy's), A. Kaminsky and A. Laurence (FRG) re: Buddy's Vendor Management	0.5
11/11/2024	HC	Call with H. Colvin, B. Muratov (APS), J. Gruber (WFG), J. Lawrence and M. Bennett (Buddy's), A. Kaminsky and A. Laurence (FRG) re: Buddy's Vendor Management	0.5
11/11/2024	TG	Call with J. Seghi (Debtor) re: American freight critical vendor and lien holder relief status and reporting requirements	0.2
11/11/2024	TG	Call with M. Lesso (Debtor) re: American Freight lien holder relief settlement proposals	0.3
11/11/2024	SD	Exchange correspondence with S. Borovinskaya (YCST) re: certain tax-related obligations	0.2

APServices

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Re: Vendor Management
Code: 20012136PA0002.1.13

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/11/2024	BM	Meeting with H. Colvin, B. Muratov (APS), L. Wright, J. VanOrden and etc. (The Vitamin Shoppe) re: Vendor Management Process Discussion	0.5
11/11/2024	HC	Meeting with H. Colvin, B. Muratov (APS), L. Wright, J. VanOrden and etc. (The Vitamin Shoppe) re: Vendor Management Process Discussion	0.5
11/11/2024	TG	Participate on a call with J. Brandt (Wilkie) re: American Freight vendor issues	0.3
11/11/2024	TG	Participate on a call with M. Gray (Debtor) to provide guidance on next steps with an American Freight financing vendor	0.4
11/11/2024	HC	Prepare updates to vendor category table	1.7
11/11/2024	HC	Prepare weekly vendor motion reporting	1.6
11/11/2024	DL	Read emails re: vendor management	0.2
11/11/2024	HC	Respond to questions related to prepetition payments	1.4
11/11/2024	JD	Responded to inquiries related to vendors and first day motion payments	1.2
11/11/2024	HC	Review accounts payable aging to prepare initial forecast	2.9
11/11/2024	TG	Review American Freight pre-petition transportation and warehouse lien analysis	0.6
		Provide guidance to M. Lesso, M. Gray, J. Seghi, C. Matuska (all Debtor), S. Cherian (APS) on modifications and next steps	
11/11/2024	TG	Review American Freight warranty provider's revised proposal for post-petition services Provide guidance to M. Gray, J. Seghi and J. Brandt (Wilkie) on potential modifications and next steps	0.7
11/11/2024	SD	Review correspondence from A. Kaminsky (FRG) re: certain contract rejection and provide response to the same	0.2
11/11/2024	JD	Review customer motion support and expected payments	0.6
11/11/2024	DL	Transmit utility exhibits to A. Belmonte-Block (PSP)	0.1
11/11/2024	BM	Vendor Management Steering Committee Meeting with H. Colvin, D. Lorenzo, B. Muratov (APS), A. Block-Belmonte and etc. (Pet Supplies Plus) re: Vendors Status	0.5
11/11/2024	DL	Vendor Management Steering Committee Meeting with H. Colvin, D. Lorenzo, B. Muratov (APS), A. Block-Belmonte and etc. (Pet Supplies Plus) re: Vendors Status	0.5
11/11/2024	HC	Vendor Management Steering Committee Meeting with H. Colvin, D. Lorenzo, B. Muratov (APS), A. Block-Belmonte and etc. (Pet Supplies Plus) re: Vendors Status	0.5
11/12/2024	HC	Attend ad hoc meetings with counsel re: vendor matters	1.6
11/12/2024	TG	Coordinate data requirements for an American Freight transportation vendor to determine pre-petition settlement	0.2
11/12/2024	DL	Draft emails and transmit SOFA SOAL work plans to the Opcos	0.6
11/12/2024	DL	Email correspondence with A. Ficken (FRG) re: benefits payments	0.2
11/12/2024	DL	Email J. Gruber (WFG) re: vendor inquiry	0.1
11/12/2024	SD	Exchange correspondence with J. Gruber (WFG) and J. Diioso (APS) re: utility management and related matters	0.3
11/12/2024	SD	Exchange correspondence with M. Gualtieri (FRG) re: tax reporting and related matters	0.2
11/12/2024	BM	Meeting with H. Colvin, B. Muratov (APS), M. Gonzalez and J. Gayton (VSI), J. Gruber (WFG) re: Vendor Management TVS	0.5



Franchise Group, Inc.
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Re: Vendor Management
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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/12/2024	HC	Meeting with H. Colvin, B. Muratov (APS), M. Gonzalez and J. Gayton (VSI), J. Gruber (WFG) re: Vendor Management TVS	0.5
11/12/2024	TG	Participate on a phone call with M. Lesso (Debtor): pre-petition payment proposal for an American Freight transportation provider	0.3
11/12/2024	HC	Participate on call with S. Deshpande and H. Colvin (both APS) re: status of certain proposed vendor payments	0.1
11/12/2024	SD	Participate on call with S. Deshpande and H. Colvin (both APS) re: status of certain proposed vendor payments	0.1
11/12/2024	SD	Prepare correspondence to D. Orlofsky (APS) re: relief under Critical Vendor Order	0.2
11/12/2024	SD	Prepare correspondence to T. Grossman (APS) re: certain lienholder claims	0.4
11/12/2024	HC	Prepare updates related to vendor payment files and additional timing of disbursements	2.8
11/12/2024	HC	Prepare updates to vendor settlement templates	1.2
11/12/2024	HC	Respond to questions related to prepetition payments	1.7
11/12/2024	TG	Review analysis and support and prepare and coordinate approval with H. Colvin (APS) for an American Freight pre-petition freight lien payment structure	0.9
11/12/2024	SD	Review certain proposed payments related to vendors and prepare comments to the same	0.6
11/12/2024	HC	Review vendor matters related to American Freight	1.2
11/12/2024	DL	Set up box access for Opco data upload	0.2
11/12/2024	BM	Vendor Committee Call with H. Colvin, D. Lorenzo, B. Muratov (APS), A. Block-Belmonte and etc. (Pet Supplies Plus) re: Vendor Management	0.5
11/12/2024	DL	Vendor Committee Call with H. Colvin, D. Lorenzo, B. Muratov (APS), A. Block-Belmonte and etc. (Pet Supplies Plus) re: Vendor Management	0.5
11/12/2024	HC	Vendor Committee Call with H. Colvin, D. Lorenzo, B. Muratov (APS), A. Block-Belmonte and etc. (Pet Supplies Plus) re: Vendor Management	0.5
11/12/2024	BM	Touchbase call with S. Deshpande, H. Colvin, D. Lorenzo, B. Muratov (APS), B. Feldman and etc. (WFG), S. Borovinskaya, A. Mielke and etc. (YCST) re: opco vendors.	0.5
11/12/2024	DL	Touchbase call with S. Deshpande, H. Colvin, D. Lorenzo, B. Muratov (APS), B. Feldman and etc. (WFG), S. Borovinskaya, A. Mielke and etc. (YCST) re: opco vendors.	0.5
11/12/2024	HC	Touchbase call with S. Deshpande, H. Colvin, D. Lorenzo, B. Muratov (APS), B. Feldman and etc. (WFG), S. Borovinskaya, A. Mielke and etc. (YCST) re: opco vendors.	0.5
11/12/2024	SD	Touchbase call with S. Deshpande, H. Colvin, D. Lorenzo, B. Muratov (APS), B. Feldman and etc. (WFG), S. Borovinskaya, A. Mielke and etc. (YCST) re: opco vendors.	0.5
11/13/2024	BM	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber (WFG), L. Wright, J. Van Orden and etc. (VSI), A. Kaminsky and A. Laurence (FRG) re: Vendor Management Process Discussion	0.5



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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/13/2024	DL	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Graber (WFG), L. Wright, J. Van Orden and etc. (VSI), A. Kaminsky and A. Laurence (FRG) re: Vendor Management Process Discussion	0.5
11/13/2024	HC	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Graber (WFG), L. Wright, J. Van Orden and etc. (VSI), A. Kaminsky and A. Laurence (FRG) re: Vendor Management Process Discussion	0.5
11/13/2024	BM	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Graber (WFG), A. Block-Belmonte and etc. (Pet Supplies Plus) re: Vendor Management Steering Committee	0.7
11/13/2024	DL	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Graber (WFG), A. Block-Belmonte and etc. (Pet Supplies Plus) re: Vendor Management Steering Committee	0.7
11/13/2024	HC	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Graber (WFG), A. Block-Belmonte and etc. (Pet Supplies Plus) re: Vendor Management Steering Committee	0.7
11/13/2024	TG	Coordinate payment requirements for American Freight warehouse and transportation liens settlement with J. Seghi and C. Matuska (both Debtor)	0.4
11/13/2024	DL	Email correspondence with K. Scholes (FRG) re: prepetition invoices	0.1
11/13/2024	SD	Exchange correspondence with B. Feldman, J. Graber (both WFG) and H. Colvin (APS) re: additional critical vendor fund tranche	0.3
11/13/2024	TG	Participate on a call with M. Lesso (Debtor) re: American Freight vendor settlement proposal	0.2
11/13/2024	TG	Participate on a phone call with J. Brandt (WFG) re: American Freight pre-petition warehouse and transportation lien settlements	0.2
11/13/2024	TG	Participate on a phone call with M. Lesso (Debtor) re: review American Freight pre-petition settlement with a transportation vendor	0.2
11/13/2024	SD	Participate on call with S. Borovinskaya (YCST) re: certain claims and treatment of the same	0.1
11/13/2024	HC	Prepare analysis related to vendor cap and updates to forecast	2.8
11/13/2024	SD	Prepare correspondence to M. Gualtieri (FRG) re: certain claims and treatment of the same	0.3
11/13/2024	SD	Prepare correspondence to T. Grossman (APS) re: certain lienholder payments to be issued	0.4
11/13/2024	HC	Prepare revised First Day Motion forecast for Buddy's opco	0.9
11/13/2024	HC	Prepare supporting documents and detail of assumptions related to Interim Cap relief	2.7
11/13/2024	HC	Prepare updated agenda items for Vendor Meetings	2.2
11/13/2024	DL	Read emails re: vendor inquiries	0.2
11/13/2024	JD	Research and respond to inquiries related to first day relief and proposed vendor payments	0.9
11/13/2024	TG	Review and analyze an American Freight vendor settlement for a transportation provider. Provide guidance on settlement terms and next steps for internal approval	0.5

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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/13/2024	TG	Review and analyze pre-petition settlement analysis for an American Freight service provider Provide guidance on terms and next steps to M. Lesso, I. Zambrano, J. Seghi, M. Gray (all Debtors), S. Cherian and R. Arnault (Both APS)	0.4
11/13/2024	SD	Review details related to certain vendor payments issued	0.6
11/14/2024	BM	Call with H. Colvin, B. Muratov (APS), J. Graber (WFG), L. Wright, J. Van Orden and etc. (VSI), E. Seeton, A. Kaminsky and A. Laurence (FRG) re: Vendor Management Process Discussion	0.5
11/14/2024	HC	Call with H. Colvin, B. Muratov (APS), J. Graber (WFG), L. Wright, J. Van Orden and etc. (VSI), E. Seeton, A. Kaminsky and A. Laurence (FRG) re: Vendor Management Process Discussion	0.5
11/14/2024	BM	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Graber (WFG), A. Block-Belmonte and etc. (PSP), E. Seeton, A. Kaminsky and A. Laurence (FRG) re: Vendor Management Steering Committee	0.5
11/14/2024	DL	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Graber (WFG), A. Block-Belmonte and etc. (PSP), E. Seeton, A. Kaminsky and A. Laurence (FRG) re: Vendor Management Steering Committee	0.5
11/14/2024	HC	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Graber (WFG), A. Block-Belmonte and etc. (PSP), E. Seeton, A. Kaminsky and A. Laurence (FRG) re: Vendor Management Steering Committee	0.5
11/14/2024	BM	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Graber (WFG), J. Lawrance and M. Bennett (Buddy's), A. Kaminsky and A. Laurence (FRG) re: Buddy's Vendor Management	0.5
11/14/2024	DL	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Graber (WFG), J. Lawrance and M. Bennett (Buddy's), A. Kaminsky and A. Laurence (FRG) re: Buddy's Vendor Management	0.5
11/14/2024	HC	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Graber (WFG), J. Lawrance and M. Bennett (Buddy's), A. Kaminsky and A. Laurence (FRG) re: Buddy's Vendor Management	0.5
11/14/2024	DL	Email with A. Ficken (FRG) re: prepetition payments	0.1
11/14/2024	SD	Exchange correspondence with M. Gualtieri (FRG) re: certain claims and treatment of the same	0.2
11/14/2024	TG	Participate in a call with M. Lesso (Debtor) and a freight carrier to discuss pre-petition obligations and go forward options	0.5
11/14/2024	TG	Participate on a call with J. Seghi (Debtor) re: critical vendor and warehouse lien tracking and compliance	0.2
11/14/2024	HC	Prepare updated forecast for American Freight First Day Motion Spend,	2.7
11/14/2024	HC	Prepare updates to FDM forecasted amounts for VSI	2.8
11/14/2024	HC	Respond to vendor matters related to vendor holds	1.3
11/14/2024	TG	Review critical vendor payment requests and support from American Freight Coordinate with H. Colvin for payment approval	0.5
11/14/2024	DL	Review IDI data files	0.6
11/14/2024	DL	Review prepetition benefits payments	0.3
11/14/2024	BM	Vendor payment reporting tracker for the week ending 11/15	1.0



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11/15/2024	BM	Call with H. Colvin, B. Muratov (APS), J. Graber (WFG), L. Wright, J. Van Orden and etc. (VSI), E. Seeton, A. Kaminsky and A. Laurence (FRG) re: Vendor Management Process Discussion	0.5
11/15/2024	HC	Call with H. Colvin, B. Muratov (APS), J. Graber (WFG), L. Wright, J. Van Orden and etc. (VSI), E. Seeton, A. Kaminsky and A. Laurence (FRG) re: Vendor Management Process Discussion	0.5
11/15/2024	BM	Call with H. Colvin, B. Muratov (APS), J. Graber (WFG), A. Block-Belmonte and etc. (PSP), E. Seeton, A. Kaminsky and A. Laurence (FRG) re: Vendor Management Steering Committee	0.5
11/15/2024	HC	Call with H. Colvin, B. Muratov (APS), J. Graber (WFG), A. Block-Belmonte and etc. (PSP), E. Seeton, A. Kaminsky and A. Laurence (FRG) re: Vendor Management Steering Committee	0.5
11/15/2024	HC	Prepare supporting file for payments made and forecast over interim periods	2.9
11/15/2024	HC	Prepare updates to vendor payment schedule and 503(b)(9) allocation	2.8
11/15/2024	JD	Research and correspond with Buddy's management re: outreach from utility provider	0.6
11/15/2024	HC	Review draft changes to trade agreements	2.3
11/15/2024	HC	Review proposed settlement amounts and timing of payments	0.8
11/18/2024	BM	Call with H. Colvin, B. Muratov (APS), J. Graber (WFG), L. Wright, J. Van Orden and etc. (VSI), A. Kaminsky and A. Laurence (FRG) re: Vendor Management Steering Committee	0.5
11/18/2024	HC	Call with H. Colvin, B. Muratov (APS), J. Graber (WFG), L. Wright, J. Van Orden and etc. (VSI), A. Kaminsky and A. Laurence (FRG) re: Vendor Management Steering Committee	0.5
11/18/2024	BM	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Graber (WFG), A. Block-Belmonte and etc. (PSP), A. Kaminsky and A. Laurence (FRG) re: Vendor Management Steering Committee	0.5
11/18/2024	DL	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Graber (WFG), A. Block-Belmonte and etc. (PSP), A. Kaminsky and A. Laurence (FRG) re: Vendor Management Steering Committee	0.5
11/18/2024	HC	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Graber (WFG), A. Block-Belmonte and etc. (PSP), A. Kaminsky and A. Laurence (FRG) re: Vendor Management Steering Committee	0.5
11/18/2024	SD	Prepare draft communication for use by PSP team to certain parties related to potential claims and reachout from third party claims purchases	0.7
11/18/2024	SD	Prepare response to J. Seghi and C. Matuska (both AF) re: invoice from certain vendor and day 1 rejections	0.4
11/18/2024	HC	Prepare support for additional vendor tranche request	2.1
11/18/2024	HC	Prepare weekly vendor motion reporting	2.1
11/18/2024	TG	Provide guidance to C. Matuska (Debtor) on the payment and tracking of American Freight pre petition payments	0.2
11/18/2024	TG	Provide guidance to M. Lesso and A. Redin (both Debtor) on vendor communications for American Freight in-transit inventory.	0.3
11/18/2024	HC	Respond to questions related to prepetition payments from opco's	1.8
11/18/2024	HC	Review accounts payable aging to prepare updated forecast	2.9



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11/18/2024	SD	Review correspondence from AF team re: legal fees charged by taxing authority and prepare correspondence to S. Borovinskaya (YCST) re: the same	0.3
11/18/2024	SD	Review correspondence from D. McNamara (PSP) re: inquiries from certain vendors and prepare response to the same	0.2
11/18/2024	JD	Review information related to draft OCP motion and related company spend	1.3
11/18/2024	SD	Review update following meeting with 2L advisors related to Critical Vendors and provide comments to the same	0.4
11/18/2024	SD	Review updated contract rejection materials and provide comments to M. Konop (APS) re: the same	0.3
11/18/2024	BM	Weekly pre-petition Vendor motion reporting	1.0
11/19/2024	BM	Call with D. Orlofsky, S. Deshpande, H. Colvin, B. Muratov (APS) re: Critical Vendors - 2L	0.7
11/19/2024	HC	Call with D. Orlofsky, S. Deshpande, H. Colvin, B. Muratov (APS) re: Critical Vendors - 2L	0.7
11/19/2024	SD	Call with D. Orlofsky, S. Deshpande, H. Colvin, B. Muratov (APS) re: Critical Vendors - 2L	0.7
11/19/2024	BM	Call with D. Orlofsky, S. Deshpande, H. Colvin, B. Muratov (APS) re: Vendors Requests	0.5
11/19/2024	HC	Call with D. Orlofsky, S. Deshpande, H. Colvin, B. Muratov (APS) re: Vendors Requests	0.5
11/19/2024	SD	Call with D. Orlofsky, S. Deshpande, H. Colvin, B. Muratov (APS) re: Vendors Requests	0.5
11/19/2024	BM	Call with H. Colvin, B. Muratov (APS), J. Gruber (WFG), L. Wright, J. Van Orden and etc. (VSI), A. Kaminsky and A. Laurence (FRG) re: Vendor Management Steering Committee	0.3
11/19/2024	HC	Call with H. Colvin, B. Muratov (APS), J. Gruber (WFG), L. Wright, J. Van Orden and etc. (VSI), A. Kaminsky and A. Laurence (FRG) re: Vendor Management Steering Committee	0.3
11/19/2024	BM	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber and M. Loison (WFG), A. Block-Belmonte and etc. (PSP), A. Kaminsky and E. Seeton (FRG) re: Vendors Management Steering Committee	0.5
11/19/2024	DL	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber and M. Loison (WFG), A. Block-Belmonte and etc. (PSP), A. Kaminsky and E. Seeton (FRG) re: Vendors Management Steering Committee	0.5
11/19/2024	HC	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber and M. Loison (WFG), A. Block-Belmonte and etc. (PSP), A. Kaminsky and E. Seeton (FRG) re: Vendors Management Steering Committee	0.5
11/19/2024	BM	Call with S. Deshpande, H. Colvin, B. Muratov (APS), J. Gruber, M. Loison and etc. (WFG) re: Vendors FRG Touchbase	0.5
11/19/2024	HC	Call with S. Deshpande, H. Colvin, B. Muratov (APS), J. Gruber, M. Loison and etc. (WFG) re: Vendors FRG Touchbase	0.5
11/19/2024	SD	Call with S. Deshpande, H. Colvin, B. Muratov (APS), J. Gruber, M. Loison and etc. (WFG) re: Vendors FRG Touchbase	0.5
11/19/2024	DL	Download and review UCC liens for Schedule D	0.9
11/19/2024	SD	Participate on call with J. Gruber (WFG) re: vendor management matters	0.3

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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/19/2024	SD	Review information provided related to vendor management matters	0.2
11/19/2024	SD	Review follow-up information provided related to vendor management matters	0.3
11/19/2024	SD	Prepare correspondence to B. Feldman (WFG) re: certain analysis related to vendor payments	0.2
11/19/2024	SD	Prepare correspondence to individuals at each retail company to confirm information re: certain locations per a request from TX taxing authorities	0.4
11/19/2024	SD	Prepare correspondence to J. Brandt (WFG) re: information on certain locations per request from TX taxing authority.	0.2
11/19/2024	HC	Prepare updates to vendor category table	1.9
11/19/2024	HC	Prepare updates to vendor forecast re: timing of spend	2.8
11/19/2024	DL	Read and respond to email inquiries re: vendor management	0.1
11/19/2024	HC	Respond to questions around vendor payments and vendor holds	2.2
11/19/2024	HC	Respond to questions requests from lender groups related to First Day Motion reporting	2.2
11/19/2024	SD	Review analysis related to certain vendor payments requested by White & Case and provide comments to S. Cherian (APS) re: the same	0.6
11/19/2024	MB	Review critical vendor communications	0.2
11/19/2024	SD	Review prepared analysis prepared in response to requests from White & Case related to certain vendors and provide comments to the same	0.8
11/19/2024	SD	Review proposed schedule for certain vendor payments and provide comments to the same	0.6
11/20/2024	BM	Call with H. Colvin, B. Muratov, T. Xu (APS) re: CV Payments	0.2
11/20/2024	HC	Call with H. Colvin, B. Muratov, T. Xu (APS) re: CV Payments	0.2
11/20/2024	TX	Call with H. Colvin, B. Muratov, T. Xu (APS) re: CV Payments	0.2
11/20/2024	BM	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber and M. Loison (WFG), A. Block-Belmonte and etc. (PSP), A. Laurence, A. Kaminsky and E. Seeton (FRG) re: Vendor Management Steering Committee	0.8
11/20/2024	DL	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber and M. Loison (WFG), A. Block-Belmonte and etc. (PSP), A. Laurence, A. Kaminsky and E. Seeton (FRG) re: Vendor Management Steering Committee	0.8
11/20/2024	HC	Call with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber and M. Loison (WFG), A. Block-Belmonte and etc. (PSP), A. Laurence, A. Kaminsky and E. Seeton (FRG) re: Vendor Management Steering Committee	0.8
11/20/2024	TG	Coordinate payment requirements and timing with J. Seghi (Debtor) for American Freight Transportation and Warehouse lien payments	0.2
11/20/2024	HC	Prepare updated draft vendor payment forecast	2.6
11/20/2024	JD	Provide feedback and guidance on dealing with utility companies cutting or threatening to cut services	0.7
11/20/2024	HC	Respond to due diligence questions related to vendor payment buckets	2.9
11/20/2024	HC	Respond to vendor questions related to supply chain and service matters	2.8
11/20/2024	SD	Review analysis related to certain vendor payments requested by White & Case and provide comments to S. Cherian (APS) re: the same	0.8
11/20/2024	BM	Review CV Payments	0.2
11/20/2024	SD	Review inquiry from counsel to utilities re: certain utility providers and prepare follow-up correspondence to M. Konop (APS) re: the same	0.2



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11/20/2024	TG	Review justification for pre-petition relief for American Freight transportation and warehouse lien holders Provide guidance on edits and modifications	0.4
11/20/2024	SD	Review proposed payments to be paid under Critical Vendor Order and provide feedback on the same to H. Colvin (APS).	0.8
11/20/2024	SD	Review scheduled of potential payments and reconciliations related to leases and provide comments to D. Lorenzo (APS) re: the same	0.6
11/20/2024	DL	Supplement prepetition / post-petition file and transmit to R. Maietta (VSI)	0.3
11/20/2024	DL	Update FDM tracker file	0.2
11/21/2024	DL	Email correspondence with J. Van Orden (VSI) re: independent contractor invoices	0.1
11/21/2024	BM	Meeting with H. Colvin, B. Muratov (APS), J. Gruber and M. Loison (WFG), L. Wright, J. Van Orden and etc. (VSI) re: Vendor Management Steering Committee	0.5
11/21/2024	HC	Meeting with H. Colvin, B. Muratov (APS), J. Gruber and M. Loison (WFG), L. Wright, J. Van Orden and etc. (VSI) re: Vendor Management Steering Committee	0.5
11/21/2024	BM	Meeting with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber and M. Loison (WFG), A. Block-Belmonte and etc. (PSP), A. Laurence, A. Kaminsky and E. Seeton (FRG) re: Vendor Management Steering Committee	0.5
11/21/2024	DL	Meeting with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber and M. Loison (WFG), A. Block-Belmonte and etc. (PSP), A. Laurence, A. Kaminsky and E. Seeton (FRG) re: Vendor Management Steering Committee	0.5
11/21/2024	HC	Meeting with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber and M. Loison (WFG), A. Block-Belmonte and etc. (PSP), A. Laurence, A. Kaminsky and E. Seeton (FRG) re: Vendor Management Steering Committee	0.5
11/21/2024	HC	Prepare budget related to 2nd tranche of vendor motion caps	2.7
11/21/2024	HC	Prepare for due diligence calls with lender and advisor groups	1.7
11/21/2024	HC	Prepare updated 503(b)(9) analysis for PSP.	1.9
11/21/2024	SD	Review diligence requests sent by FTI related to Critical Vendors and review materials prepared by H. Colvin (APS) to determine responsive information	1.6
11/21/2024	SD	Review email from C. Matuska (AF) re: payment of certain obligation and prepare response to the same	0.2
11/21/2024	SD	Review updated schedule of proposed payments to be paid in second interim tranche under Critical Vendor Order and provide feedback on the same to H. Colvin (APS)	0.7
11/22/2024	MK	Analyze utilities adequate assurance	2.1
11/22/2024	BM	Bucket analysis for pre petition payments	1.0
11/22/2024	BM	Meeting with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber and M. Loison (WFG), A. Block-Belmonte and etc. (PSP), A. Laurence, A. Kaminsky and E. Seeton (FRG) re: Vendor Management Steering Committee	0.5
11/22/2024	DL	Meeting with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber and M. Loison (WFG), A. Block-Belmonte and etc. (PSP), A. Laurence, A. Kaminsky and E. Seeton (FRG) re: Vendor Management Steering Committee	0.5



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11/22/2024	HC	Meeting with H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber and M. Loison (WFG), A. Block-Belmonte and etc. (PSP), A. Laurence, A. Kaminsky and E. Seeton (FRG) re: Vendor Management Steering Committee	0.5
11/22/2024	JD	Meeting with J. Dioso, M. Konop (APS) re: Utilities analysis discussion	0.4
11/22/2024	MK	Meeting with J. Dioso, M. Konop (APS) re: Utilities analysis discussion	0.4
11/22/2024	HC	Prepare responses to creditor group due diligence requests	1.4
11/22/2024	HC	Prepare updated vendor cap tracker file	2.2
11/22/2024	BM	Pre-petition payments reporting for 2Ls	1.0
11/22/2024	TG	Provide guidance to J. Seesum, A. Redin and J. Waters (All Debtors) on the treatment of potential American Freight Critical Vendors	0.3
11/22/2024	HC	Respond to vendor inquiries from submitted by company	2.3
11/22/2024	HC	Review draft disbursement files and communicate with opco's	2.1
11/22/2024	SD	Review further updated schedule of proposed payments to be paid in second interim tranche under Critical Vendor Order and provide feedback on the same to H. Colvin (APS).	1.1
11/22/2024	SD	Review request from K. Scholes (FRG) re: inquiry from vendor and prepare draft response communication to the same	0.4
11/22/2024	JD	Update support files related to utility company outreach to update AA amounts and other requests	1.9
11/25/2024	MK	Analyze utilities adequate assurance	1.7
11/25/2024	SD	Exchange correspondence with D. Taucher (AF) re: notification to certain vendors re: rejection of contracts	0.2
11/25/2024	BM	Meeting with H. Colvin, B. Muratov (APS), J. Gruber (WFG), A. Block-Belmonte and etc. (PSP), E. Seeton (FRG) re: Vendor Management Steering Committee	0.5
11/25/2024	HC	Meeting with H. Colvin, B. Muratov (APS), J. Gruber (WFG), A. Block-Belmonte and etc. (PSP), E. Seeton (FRG) re: Vendor Management Steering Committee	0.5
11/25/2024	HC	Normalize payment data for reporting and cap tracking	2.7
11/25/2024	HC	Prepare for due diligence calls with lender and advisor groups	1.3
11/25/2024	HC	Prepare updates to budget related to 2nd tranche of vendor motion caps	1.9
11/25/2024	HC	Prepare updates to open accounts payable estimates	1.7
11/25/2024	MK	Prepare utilities adequate assurance response	0.7
11/25/2024	HC	Prepare weekly reporting amounts related to Vendor Motion	1.2
11/25/2024	SD	Review correspondence from M. Gualtieri (FRG) re: certain tax obligation and provide comments re: the same to J. Dioso (APS)	0.2
11/25/2024	SD	Review correspondence from T. McMillan-McWaters (AF) re: rejection of certain contract and continued invoices from vendor for the post-rejection period and provide response to the same	0.3
11/25/2024	SD	Review information provided by E. Meckels (PSP) re: certain locations in TX and prepare analysis per request from J. Brandt (WFG)	0.7
11/25/2024	SD	Review multiple correspondence from J. Seghi and J. Waters (both AF) re: certain vendor payments	0.4
11/25/2024	TG	Review request for payment of American Freight critical vendor obligations Provide guidance on alternatives and communication	0.3



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11/26/2024	MK	Review requests for adequate assurance from utilities and reconcile the same.	0.3
11/26/2024	MK	Analyze utilities adequate assurance requests from utilities	0.8
11/26/2024	MK	Reconcile utilities adequate assurance amounts	2.7
11/26/2024	MK	Updates to utilities adequate assurance amounts related to requests for adequate assurance requests from utilities	1.4
11/26/2024	MK	Analyze additional adequate assurance requests from utilities	0.7
11/26/2024	MK	Analyze utilities adequate assurance amounts	0.8
11/26/2024	MK	Continue to reconcile utilities adequate assurance amounts	1.4
11/26/2024	MK	Review and update utilities adequate assurance analysis	0.7
11/26/2024	MK	Updates to utilities adequate assurance table	0.4
11/26/2024	MK	Review and revise utility adequate assurance schedule pursuant to requests for additional adequate assurance from utilities	1.4
11/26/2024	MK	Updates to utilities adequate assurance amounts	0.7
11/26/2024	JD	Deliver updated support files related to proposed utility settlements	0.8
11/26/2024	BM	Meeting with H. Colvin, B. Muratov (APS), J. Gruber (WFG), L. Wright, J. Van Orden and etc. (VSI) re: TVS Vendor Meeting	0.3
11/26/2024	HC	Meeting with H. Colvin, B. Muratov (APS), J. Gruber (WFG), L. Wright, J. Van Orden and etc. (VSI) re: TVS Vendor Meeting	0.3
11/26/2024	BM	Meeting with S. Deshpande, H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber, and etc. (WFG), S. Borovinskaya, A. Mielke (YCST) re: Vendor FRG Touchbase Call	0.5
11/26/2024	DL	Meeting with S. Deshpande, H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber, and etc. (WFG), S. Borovinskaya, A. Mielke (YCST) re: Vendor FRG Touchbase Call	0.5
11/26/2024	HC	Meeting with S. Deshpande, H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber, and etc. (WFG), S. Borovinskaya, A. Mielke (YCST) re: Vendor FRG Touchbase Call	0.5
11/26/2024	SD	Meeting with S. Deshpande, H. Colvin, D. Lorenzo, B. Muratov (APS), J. Gruber, and etc. (WFG), S. Borovinskaya, A. Mielke (YCST) re: Vendor FRG Touchbase Call	0.5
11/26/2024	HC	Prepare draft due diligence documents for review by internal team	2.9
11/26/2024	HC	Prepare updates to cash spend amounts and vendor categories	2.6
11/26/2024	HC	Respond to creditor questions related to tax and banking	1.8
11/26/2024	JD	Update utility settlement diligence related to Piedmont, Duke, and Russell Johnson to provide updated adequate assurance estimates	2.2
11/27/2024	MK	Analyze utilities adequate assurance	2.3
11/27/2024	MK	Continue to analyze additional adequate assurance requests from utilities.	2.8
11/27/2024	BM	Meeting with H. Colvin, B. Muratov (APS), J. Gruber (WFG), A. Block-Belmonte and etc. (PSP), E. Seeton (FRG) re: Vendor Management Steering Committee	0.3
11/27/2024	HC	Meeting with H. Colvin, B. Muratov (APS), J. Gruber (WFG), A. Block-Belmonte and etc. (PSP), E. Seeton (FRG) re: Vendor Management Steering Committee	0.3
11/27/2024	HC	Prepare estimate of spend to available funds	2.6
11/27/2024	HC	Review PSP vendor analysis and prepare 503(b)(9) portion of payments	2.2

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Vendor Management
Code: 20012136PA0002.1.13

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/27/2024	JD	Update utility settlement diligence related to collection of utilities to provide adjusted adequate assurance estimates for each utility provider included in the letter	1.5
11/27/2024	JD	Update utility settlement diligence related to Piedmont and Duke to provide updated adequate assurance estimates	1.3
11/27/2024	BM	Weekly reporting on pre-petition vendor payments	1.4
11/28/2024	HC	Prepare updated due diligence related to 503(b)9 and critical vendor amounts	2.9
11/29/2024	DK	Teleconference with D. Kelsall, S. Deshpande, H. Colvin, S. Cherian (APS) re: progress related to vendor management at all opcos	0.1
11/29/2024	HC	Teleconference with D. Kelsall, S. Deshpande, H. Colvin, S. Cherian (APS) re: progress related to vendor management at all opcos	0.1
11/29/2024	SC	Teleconference with D. Kelsall, S. Deshpande, H. Colvin, S. Cherian (APS) re: progress related to vendor management at all opcos	0.1
11/29/2024	SD	Teleconference with D. Kelsall, S. Deshpande, H. Colvin, S. Cherian (APS) re: progress related to vendor management at all opcos	0.1
11/29/2024	HC	Prepare updated due diligence related to 503(b)9 and critical vendor amounts and circulate to internal team	2.7
11/29/2024	HC	Prepare updated summary accounts payable file based on unvouchered estimate amounts	1.8
Total Professional Hours			292.9

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Vendor Management
Code: 20012136PA0002.1.13

PROFESSIONAL	RATE	HOURS	FEES
Dan Kelsall	\$1,200	0.1	120.00
Swapna Deshpande	\$1,200	28.2	33,840.00
Terrence Grossman	\$1,200	17.7	21,240.00
Denise Lorenzo	\$1,125	13.3	14,962.50
Henry Colvin	\$1,100	167.4	184,140.00
Jeremy Dioso	\$895	16.0	14,320.00
Mark Bernstein	\$895	0.9	805.50
Sujay Cherian	\$895	0.1	89.50
Tianyang Xu	\$880	0.2	176.00
Bakhovuddin Muratov	\$770	27.0	20,790.00
Matthew Konop	\$625	22.0	13,750.00
Total Professional Hours and Fees	292.9		\$ 304,233.50



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Executory Contracts
Code: 20012136PA0002.1.14

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/05/2024	TG	Participate in a meeting with M. Gray, M. Lesso, J. Walters, J. Seghi (All Debtors) to develop options for the liquidation of a Franchisee's inventory	0.4
11/05/2024	TG	Review lease rejection motion and coordinate turnover of truck leases with M. Gray and J. Walters (Both Debtors)	0.6
11/06/2024	MK	Compile and distribute FRG contracts	0.2
11/06/2024	MB	Review and log lease information for AF locations	2.3
11/07/2024	JD	Attend meeting with S. Deshpande, J. Dioso., M. Konop (APS) re: lease contract management plan	0.5
11/07/2024	MK	Attend meeting with S. Deshpande, J. Dioso., M. Konop (APS) re: lease contract management plan	0.5
11/07/2024	SD	Attend meeting with S. Deshpande, J. Dioso., M. Konop (APS) re: lease contract management plan	0.5
11/07/2024	MK	Compile master list of American Freight lease contracts	2.8
11/07/2024	MK	Analyze master list of American Freight lease contracts	1.2
11/07/2024	MK	Continue to compile master list of American Freight lease contracts	2.6
11/07/2024	TG	Participate in a meeting with A. Laurence, A. Kaminsky, M. Gray, J. Seghi, S. Harvey, T. Evans (All Debtor), B. Feldman, J. Brandt, (both Wilke) to discuss franchise wind down options	0.6
11/07/2024	TG	Provide guidance on American Freight franchisee, lease assignment and guarantees to M. Gray, J. Seghi, A. Laurence, A. Kaminsky (all Debtor), S. Cherian, R. Arnault (APS) and J. Brandt (Wilke)	0.3
11/07/2024	SD	Review existing schedules and management process for executory contracts	0.6
11/08/2024	MK	Compile master list of American Freight lease contracts	2.7
11/08/2024	MK	Prepare master list of American Freight lease contracts	2.6
11/08/2024	MK	Continue to prepare master list of American Freight lease contracts	1.6
11/11/2024	MK	Compile master list of American Freight lease contracts	2.5
11/11/2024	MK	Continue to compile master list of American Freight lease contracts	2.8
11/11/2024	SD	Prepare correspondence to B. Feldman, J. Gruber (both WFG) and S. Borovinskaya (YCST) re: rejection of certain executory contracts	0.2
11/11/2024	SD	Review executory contract for incorporation into next rejection schedule	0.4
11/12/2024	MK	Continue to compile master list of American Freight lease contracts	2.6
11/12/2024	MK	Incorporate additional detail into master list of American Freight lease contracts	1.7
11/12/2024	MK	Review and revise master list of American Freight lease contracts	1.8
11/12/2024	SD	Exchange correspondence with T. McMillan-McWaters (FRG) re: store leases	0.2
11/12/2024	JD	Review population of contracts provided to date and questions related to day 1 rejections	0.8
11/12/2024	JD	Review population of documents provided related to real estate leases	0.6
11/13/2024	MK	Update list of American Freight lease contracts	3.0
11/13/2024	MK	Review master list of American Freight lease contracts	1.6
11/13/2024	DL	Continue review data rooms files, executory contracts for Schedule G	1.5
11/13/2024	MK	Finalize schedule of American Freight lease contracts	2.9
11/13/2024	SD	Prepare multiple correspondence to J. Seghi (AF) re: contracts for rejection	0.7
11/13/2024	SD	Prepare updated contract rejection schedule for Day 1 rejections	0.7
11/13/2024	DL	Review data rooms files, executory contracts for Schedule G	1.2

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Executory Contracts
Code: 20012136PA0002.1.14

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/14/2024	MK	Compile master list of American Freight lease contracts	3.0
11/14/2024	MK	Continue to compile master list of American Freight lease contracts	2.2
11/14/2024	MK	Lease rejection schedule updates	1.7
11/14/2024	DL	Read case emails re: business operations	0.2
11/15/2024	MK	Compile master list of American Freight lease contracts	2.9
11/15/2024	MK	Continue to compile master list of American Freight lease contracts	2.5
11/15/2024	TG	Coordinate with M. Gray, M. Lesso, J. Seghi (all Debtors) on rejection of additional American Freight executory contracts	0.3
11/15/2024	MK	Lease rejection schedule updates	1.8
11/15/2024	JD	Meeting with S. Deshpande, J. Dioso (APS), J. Graber and B. Feldman (WFG), T. McMillan-McWaters and M. Bennett (FRG) re: Buddy's store leases and guaranty	0.5
11/15/2024	SD	Meeting with S. Deshpande, J. Dioso (APS), J. Graber and B. Feldman (WFG), T. McMillan-McWaters and M. Bennett (FRG) re: Buddy's store leases and guaranty	0.5
11/15/2024	JD	Review progress and population of documents on file prior to supplemental info from opcos related to executory contracts	1.5
11/16/2024	SC	In-transit review, analysis and coordination re: counsel analysis request	2.3
11/18/2024	MK	Compile master list of American Freight lease contracts	2.5
11/18/2024	MK	Contract file organization	1.0
11/18/2024	MK	Lease rejection schedule updates	1.2
11/18/2024	SD	Review comments from D. Taucher (AF) related to contract rejections and prepare follow-up correspondence re: the same	0.4
11/19/2024	MK	American Freight lease list analysis	1.3
11/19/2024	DL	Analyze document extractor	0.4
11/19/2024	MK	Compile master list of American Freight lease contracts	0.8
11/19/2024	MK	Continue contract file organization	0.7
11/19/2024	MK	Contract file organization	1.5
11/19/2024	JD	Review use case for AI tool to assist in contract organization and data extraction	0.4
11/19/2024	CS	Meeting with D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, M. Konop, M. Steele (APS) re: use of Deedi tool for contract review.	0.4
11/19/2024	DL	Meeting with D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, M. Konop, M. Steele (APS) re: use of Deedi tool for contract review.	0.4
11/19/2024	JD	Meeting with D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, M. Konop, M. Steele (APS) re: use of Deedi tool for contract review.	0.4
11/19/2024	MB	Meeting with D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, M. Konop, M. Steele (APS) re: use of Deedi tool for contract review.	0.4
11/19/2024	MK	Meeting with D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, M. Konop, M. Steele (APS) re: use of Deedi tool for contract review.	0.4
11/19/2024	MS	Meeting with D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, M. Konop, M. Steele (APS) re: use of Deedi tool for contract review.	0.4
11/19/2024	SC	Meeting with D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, M. Konop, M. Steele (APS) re: use of Deedi tool for contract review.	0.4



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Executory Contracts
Code: 20012136PA0002.1.14

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/19/2024	SD	Prepare correspondence to M. Konop (APS) re: executory contract to be incorporated into rejection list	0.2
11/19/2024	SD	Prepare correspondence to S. Borovinskaya (YCST) and J. Brandt (WFG) re: rejection of certain executory contracts	0.4
11/19/2024	SC	Review, draft emails and coordinate responses to diligence items re: rejections and post-petition amounts	1.5
11/19/2024	MK	Update the rejection schedule for executory contracts	0.5
11/19/2024	MK	Update the rejection schedule for real property leases	0.9
11/19/2024	MK	Verifying location of lease contracts	0.2
11/20/2024	MK	Continue contract file organization	0.8
11/20/2024	MK	Contract file analysis and organization	2.0
11/20/2024	MK	Contract file organization	2.8
11/20/2024	SD	Exchange correspondence with S. Borovinskaya (YCST) re: additional contracts for rejection	0.4
11/20/2024	MK	Executory contract schedule updates	0.5
11/20/2024	JD	Meeting with S. Deshpande, J. Dioso, M. Konop, M. Steele (APS) re: Discussion of lease agreements	0.4
11/20/2024	MS	Meeting with S. Deshpande, J. Dioso, M. Konop, M. Steele (APS) re: Discussion of lease agreements	0.4
11/20/2024	SD	Meeting with S. Deshpande, J. Dioso, M. Konop, M. Steele (APS) re: Discussion of lease agreements	0.4
11/20/2024	MK	Meeting with S. Deshpande, J. Dioso, M. Konop, M. Steele (APS) re: Discussion of lease agreements	0.4
11/20/2024	SD	Prepare correspondence to S. Borovinskaya (YCST) re: an additional contract for rejection	0.2
11/20/2024	SD	Review correspondence from T. McMillan-Waters (FRG) re: certain lease amendments and prepare correspondence to B. Feldman (FRG) re: the same	0.3
11/20/2024	SD	Review correspondence re: additional contract for rejection from M. Gray (AF) and prepare correspondence to M. Konop (APS) re: the same	0.3
11/20/2024	SD	Review updated contract rejection list and prepare correspondence re: the same to relevant AF team	0.2
11/20/2024	MK	Update the rejection schedule for executory contracts	0.2
11/20/2024	MK	Update the rejection schedule for real property leases	0.8
11/20/2024	MK	Continue to update the rejection schedule for real property leases	0.7
11/21/2024	MK	Compile master list of American Freight lease contracts	2.4
11/21/2024	MK	Continue to compile master list of American Freight lease contracts	1.2
11/21/2024	MK	Contract file organization	1.3
11/21/2024	MK	Lease rejection schedule updates	1.0
11/22/2024	MK	Compile master list of Vitamin Shoppe lease contracts	2.3
11/22/2024	MK	Contract file organization	0.8
11/22/2024	SD	Exchange correspondence with S. Borovinskaya (YCST) re: timing of next contract rejections	0.2
11/22/2024	JD	Review current contract population to establish rules for ingestion of contract documents into Deedi AI tool	1.1
11/25/2024	MK	Continue lease rejection schedule updates	1.0

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Executory Contracts
Code: 20012136PA0002.1.14

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/25/2024	MK	Lease rejection schedule updates	2.1
11/25/2024	SD	Prepare correspondence to S. Borovinskaya (YCST) re: updated executory contract rejection schedules to be filed	0.2
11/25/2024	MK	Prepare updated real property and executory contracts rejection schedules	0.9
11/25/2024	MK	Pulling data from leases to prepare updated rejection schedules	0.4
11/25/2024	SD	Review correspondence from M. Gray and J. Seghi (both AF) re: additional executory contract to be rejected and prepare correspondence to M. Konop (APS) re: the same	0.4
11/25/2024	SD	Review information provided by D. Taucher (AF) re: additional real property lease to reject ahead of month end and respond with comments to the same	0.6
11/26/2024	SD	Exchange correspondence with D. Taucher (AF) re: certain notices to landlords	0.3
11/26/2024	SD	Exchange correspondence with M. Lesso, M. Gray (both AF) and T. Grossman and M. Konop (both APS) re: rejection of certain real property leases ahead of the end of the month	0.4
11/26/2024	MK	Lease rejection schedule updates	1.8
11/26/2024	TG	Participate on a phone call with M. Lesso (Debtor) re: Status of landlord turnover process for American Freight closing Distribution Centers	0.3
11/26/2024	SD	Prepare multiple correspondence to S. Borovinskaya (YCST) re: additional executory contract rejection required	0.4
11/26/2024	MK	Pull data from leases to prepare updated rejection schedules	0.3
11/26/2024	SD	Review documentation related to contracts to be rejected and provide feedback to M. Konop (APS) re: the same	1.7
11/26/2024	SC	Review lease rejections and notes from internal lease calls and updating summary re: lease negotiations	0.8
11/26/2024	MK	Update the master lease rejection schedule	0.6
11/27/2024	MK	Lease rejection schedule updates	1.7
11/27/2024	JD	Prepare contract population for intake into AI processing tool	1.4
11/27/2024	SD	Prepare correspondence to S. Borovinskaya (YCST) re: additional leases to reject prior to end of month	0.2
11/27/2024	SD	Prepare correspondence to B. Feldman (WFG) re: request from Paul Hastings re: certain lease information	0.3
11/27/2024	SD	Prepare correspondence to M. Konop (APS) re: additional leases to reject prior to end of month	0.3
11/28/2024	SC	Draft emails re: VSI rejections	0.3
11/29/2024	SD	Review filed rejection motion and prepare emails re: landlord notices to D. Taucher (AF)	0.6
Total Professional Hours			119.4



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Executory Contracts
Code: 20012136PA0002.1.14

PROFESSIONAL	RATE	HOURS	FEES
Swapna Deshpande	\$1,200	12.2	14,640.00
Terrence Grossman	\$1,200	2.5	3,000.00
Denise Lorenzo	\$1,125	3.7	4,162.50
Jeremy Dioso	\$895	7.6	6,802.00
Mark Bernstein	\$895	2.7	2,416.50
Sujay Cherian	\$895	5.3	4,743.50
Clarice Shen	\$750	0.4	300.00
Matthew Konop	\$625	84.2	52,625.00
Maxwell Steele	\$500	0.8	400.00
Total Professional Hours and Fees	<u>119.4</u>	<u>\$</u>	<u>89,089.50</u>

APServices

Franchise Group, Inc.
 109 Innovation Court, Suite J
 Delaware, OH 43015

Re: Claims Process / Avoidance Actions
 Code: 20012136PA0002.1.15

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/14/2024	JD	Meeting with S. Deshpande, J. Dioso, M. Konop (APS), B. Feldman (WFG), A. Mielke (YCST) re: SOFA/SOALS Weekly Update	0.2
11/14/2024	MK	Meeting with S. Deshpande, J. Dioso, M. Konop (APS), B. Feldman (WFG), A. Mielke (YCST) re: SOFA/SOALS Weekly Update	0.2
11/14/2024	SD	Meeting with S. Deshpande, J. Dioso, M. Konop (APS), B. Feldman (WFG), A. Mielke (YCST) re: SOFA/SOALS Weekly Update	0.2
Total Professional Hours			<u>0.6</u>

APServices

Franchise Group, Inc.
 109 Innovation Court, Suite J
 Delaware, OH 43015

Re: Claims Process / Avoidance Actions
 Code: 20012136PA0002.1.15

PROFESSIONAL	RATE	HOURS	FEES
Swapna Deshpande	\$1,200	0.2	240.00
Jeremy Dioso	\$895	0.2	179.00
Matthew Konop	\$625	0.2	125.00
Total Professional Hours and Fees		<u>0.6</u>	<u>\$ 544.00</u>

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Adversary Proceedings & Contested Matters
Code: 20012136PA0002.1.16

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/13/2024	DK	Prepare analysis re: TopCo organizational structure	0.5
11/14/2024	DK	Call with B. Friedman (WFG), D. Kelsall, D. Orlofsky (APS) re: TopCo org structure issues	0.5
11/16/2024	DK	Prepare analysis re: TopCo organizational chart issues	0.3
11/16/2024	DK	Draft emails to FRG finance team re: tax receivables and deferred tax asset	0.2
11/18/2024	DK	Teleconference with D. Sinclair, (WFG), D. Orlofsky, D. Kelsall (APS), K. Scholes (FRG), K. Winfree (EY) re: tax receivable	0.5
11/19/2024	DK	Teleconference with D. Orlofsky, D. Kelsall (APS), C. Grubb and M. Kramer (Ducera), D. Sinclair, B. Feldman, M. Feldman (WFG) re: Strategic discussions re: contested matters	1.0
11/20/2024	HC	Prepare draft receipts analysis for VSI.	1.4
11/21/2024	HC	Prepare updated 503(b)(9) analysis based on draft receipts analysis for VSI.	2.8
11/22/2024	DK	Teleconference with A. Mena, C. Chung, B. Feldman, (all WFG), D. Orlofsky, D. Kelsall (APS), J. Arsenault, K. Scholes (all FRG) re: accounting treatment for HoldCo activity	0.7
11/22/2024	SD	Review diligence requests sent by FTI related to Critical Vendors and review materials provided by PSP and VSI teams to determine responsive information	2.2
11/24/2024	DK	Call with J. Evans, J. Goldstein, I. Sasson (all Paul Hastings), D. Sinclair, B. Feldman, J. Hardy, Charlotta Chung (all WFG), S. Khemlani, N. Mooney, S. Mkrtchian (all Lazard), D. Kelsall, D. Orlofsky (all APS) re: HoldCo activity and the take private transaction	0.9
Total Professional Hours			11.0



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Adversary Proceedings & Contested Matters
Code: 20012136PA0002.1.16

PROFESSIONAL	RATE	HOURS	FEES
Dan Kelsall	\$1,200	4.6	5,520.00
Swapna Deshpande	\$1,200	2.2	2,640.00
Henry Colvin	\$1,100	4.2	4,620.00
Total Professional Hours and Fees		<u>11.0</u>	<u>\$ 12,780.00</u>



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Preparation for / Attend Court Hearings
Code: 20012136PA0002.1.17

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	DL	Call with D. Lorenzo and M. Konop (both APS) re: revisions to First Day Motion binder	0.3
11/04/2024	MK	Call with D. Lorenzo and M. Konop (both APS) re: revisions to First Day Motion binder	0.3
11/04/2024	SD	Review materials prepared by team regarding status of filings and next steps for First Day hearing	0.5
11/04/2024	DL	Call with S. Deshpande, D. Lorenzo and M. Konop (all APS) re: review of First Day Motion binder	0.3
11/04/2024	MK	Call with S. Deshpande, D. Lorenzo and M. Konop (all APS) re: review of First Day Motion binder	0.3
11/04/2024	SD	Call with S. Deshpande, D. Lorenzo and M. Konop (all APS) re: review of First Day Motion binder	0.2
11/04/2024	MK	Final updates to First Day Motion Binder	0.8
11/04/2024	MK	Prepare updates to First Day Motion Binder	0.4
11/04/2024	MK	Updates to First Day Motion Binder	0.9
11/04/2024	DL	Call with J. Graber (WFG) re: Wages First Day Motion	0.1
11/04/2024	DL	Draft email and transmit First Day Motion Binder to D. Orlofsky (APS)	0.1
11/04/2024	JS	Meeting with D. Orlofsky, R. Blokh, J. Shen (APS), D. Sinclair, B. Feldman, J. Dugan (WFG) re: D. Orlofsky testimony preparation	3.0
11/04/2024	RB	Meeting with D. Orlofsky, R. Blokh, J. Shen (APS), D. Sinclair, B. Feldman, J. Dugan (WFG) re: D. Orlofsky testimony preparation	3.0
11/04/2024	SD	Participate on call with J. Graber (WFG) re: preparation for first day hearing	0.1
11/04/2024	SD	Respond to requests from counsel related to relief requested in First Day Motions in preparation for First Day Hearing	0.7
11/04/2024	SD	Prepare summary materials for First Day Hearing	1.2
11/04/2024	SD	Review and revise summary materials in preparation of First Day Hearing	1.3
11/04/2024	DL	Review final top 50 creditors and provide comments to M. Konop (APS) regarding first day motion binder	0.5
11/04/2024	HC	Prepare updated vendor schedules for First Day Motion support binders	1.7
11/05/2024	HC	Attend Hearing and research items related to testimony	1.8
11/05/2024	JS	Attend first day hearing	4.3
11/05/2024	SD	Attend first day hearing telephonically (partial).	1.3
11/05/2024	TG	Attend Interim DIP and first day motion hearing	1.2
11/05/2024	DL	Attend telephonic First Day Hearing	2.5
11/05/2024	DL	Attend telephonic First Day Hearing (continuation)	1.5
11/05/2024	DL	Attend telephonic First Day Hearing (continuation)	0.2
11/05/2024	DK	Attendance at First Day Hearing Afternoon Session	2.2
11/05/2024	DK	Attendance at First Day Hearing Morning Session	2.5
11/05/2024	RB	Attendance of first-day hearing at WFG offices (partial)	3.2
11/05/2024	JS	Create support materials for D. Orlofsky's testimony	2.7
11/05/2024	TG	Remotely attend DIP and first day motion hearing	0.9
11/05/2024	SD	Revise summary materials and provide detailed relief request in preparation for second day of first day hearing	1.7
11/06/2024	SD	Attend first day hearing telephonically (partial)	1.9
11/06/2024	DL	Attend telephonic court hearing (continuation)	2.2
11/06/2024	DL	Attend telephonic court hearing (continuation)	0.7

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Preparation for / Attend Court Hearings
Code: 20012136PA0002.1.17

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/06/2024	JS	Attend the debtors first day hearing	4.8
11/06/2024	RB	Attendance of first-day hearing continuation (partial)	2.6
11/06/2024	JS	Create support materials for D. Orlofsky's testimony	2.5
11/06/2024	DK	Meeting with D. Orlofsky, D. Kelsall, J. Shen (APS), D. Sinclair, B. Feldman, J. Dugan and others (WFG) re: D. Orlofsky testimony preparation	3.0
11/06/2024	JS	Meeting with D. Orlofsky, D. Kelsall, J. Shen (APS), D. Sinclair, B. Feldman, J. Dugan and others (WFG) re: D. Orlofsky testimony preparation	3.0
11/06/2024	DK	Partial attendance at First Day Hearing	2.7
11/06/2024	SD	Provide counsel with additional detail in support of first day relief requested	0.4
11/06/2024	TG	Remotely attend court hearing	1.1
11/06/2024	TG	Remotely attend DIP and first day motion court hearing	1.4
11/12/2024	DL	Call with P. Etter and M. Giles (both American Freight) re: payroll payments	0.2
11/12/2024	DL	Email correspondence with C. Matuska (American Freight) re: bank statements	0.2
11/12/2024	DL	Email correspondence with C. Matuska (American Freight) re: bank statements	0.1
11/21/2024	DK	Attend telephonic hearing re: critical vendors	0.9
11/21/2024	SD	Attend telephonic hearing re: critical vendors	0.9
Total Professional Hours			70.3



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Preparation for / Attend Court Hearings
Code: 20012136PA0002.1.17

PROFESSIONAL	RATE	HOURS	FEES
Rodi Blokh	\$1,225	8.8	10,780.00
Dan Kelsall	\$1,200	11.3	13,560.00
Swapna Deshpande	\$1,200	10.2	12,240.00
Terrence Grossman	\$1,200	4.6	5,520.00
Denise Lorenzo	\$1,125	8.9	10,012.50
Henry Colvin	\$1,100	3.5	3,850.00
James Shen	\$880	20.3	17,864.00
Matthew Konop	\$625	2.7	1,687.50
Total Professional Hours and Fees	<u>70.3</u>		<u>\$ 75,514.00</u>

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Discovery
Code: 20012136PA0002.1.18

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/09/2024	DK	Draft emails to counsel re: information requests	0.3
11/09/2024	DK	Review of excel workbooks in response to discovery requests	0.4
11/10/2024	DK	Draft email to D. Orlofsky re: discovery requests	0.1
11/10/2024	DK	Draft email to WFG Team re: information requests	0.3
11/10/2024	DK	Review of discovery requests passed from WFG team	0.1
11/10/2024	DK	Review of information requests re: HoldCo Term loan	0.2
11/11/2024	KSM	Call with D. Orlofsky and K. Sundt (APS) re: discovery	0.2
11/11/2024	KSM	Call with WFG, and client re: discovery requests	1.1
11/11/2024	MW	Coordinate resources for data collection and eDiscovery services at the request of K. Sundt	0.3
11/11/2024	KSM	Email eDiscovery team request for assistance with discovery responses	0.2
11/11/2024	KSM	Review discovery requests from ad hoc lender group	0.9
11/11/2024	DK	Teleconference with D. Orlofsky, D. Kelsall (APS), S. Lombardi and others (WFG), T. McMillan-McWaters and others (FRG), K. Sundt (APS) re: Discovery requests	1.1
11/12/2024	MW	Coordinate eDiscovery support and conference with team Email with K. Sundt re: support resources and data processing specifications	0.4
11/12/2024	KSM	Correspondence with D. Orlofsky (APS) and WFG re: discovery	0.8
11/12/2024	AK	Prepare new project environment and correspond with team re: collections	1.2
11/13/2024	DK	Analysis of discovery requests re: directors and officers and other interrogatories	0.7
11/13/2024	AK	Correspond with K. Sundt re: processing specifications and coordinate processing with team	0.6
11/13/2024	KSM	Correspondence with K. Grinnell (WFG) and A. Kimball (APS) re: document collections	0.4
11/13/2024	KT	Create new processing database Work with R. Tuso re: processing of data and quality control	0.7
11/14/2024	DK	Analysis re: discovery requests from the 2L Advisors	0.3
11/14/2024	DD	Collating DIP related documents in response to a Discovery request	2.6
11/14/2024	KSM	Correspondence with R. Bautista, D. Kelsall (APS) and K. Grinnell (WFG) re: search terms and document collections for discovery requests	0.6
11/14/2024	KT	Extract certain data responsive to discovery requests	0.6
11/14/2024	RV	Request processing of data collected, per K. Sundt request	0.2
11/14/2024	RV	Request users access to the workspace, per K. Sundt's request	0.2
11/14/2024	TX	Review company organization structure and BOD/Officer details	1.8
11/14/2024	AK	Review potential teams data with K. Truong and update Spot documentation	1.5
11/14/2024	KT	Correspond with K. Sundt re: review coding forms	
11/14/2024	RV	Run search terms and provide report on results to K. Sundt	0.8
11/15/2024	DK	Analysis of DIP model supporting documentation and circulation to counsel	1.2
11/15/2024	RV	Create batches for review based on results provided for search terms, per K. Sundt's request	0.8
11/15/2024	RV	Create coding fields and layout per K. Sundt's request	0.8
11/15/2024	TX	Review company organization structure and BOD/Officer details	1.6
11/15/2024	AK	Review potential teams update data and search term results	0.4



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Discovery
Code: 20012136PA0002.1.18

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/15/2024	RV	Run additional search terms over documents with hits and provide results report, per K. Sundt's request	1.2
11/16/2024	DK	Analysis of discovery requests from WFG litigation team	0.4
11/16/2024	AK	Correspond with K. Sundt (APS) re: production timelines	0.3
11/17/2024	DK	Analysis re: Interrogatories	0.6
11/17/2024	DK	Teleconference with D. Orlofsky, D. Kelsall (APS) re: Interrogatories	0.2
11/18/2024	DK	Analysis re: discovery requests and interrogatories	1.4
11/18/2024	KSM	Correspondence with A. Kimball (APS) re: document review	0.5
11/18/2024	DK	Draft email to K. Grinnell (Paul Weiss) re: discovery	0.1
11/18/2024	KT	Extract and perform quality control on certain data responsive to discovery requests	0.8
11/18/2024	AK	Respond to requests from K. Sundt (APS) re: upcoming production, account access, and attend call to discuss account authenticator	1.7
11/18/2024	KSM	Review documents for discovery responses	2.3
11/18/2024	DK	Teleconference with J. Arsenault, E. Seeton (FRG), K. Grinnell (WFG) re: certain discovery requests by Holdco lenders	0.5
11/19/2024	KSM	Continue to review documents for discovery responses	2.7
11/19/2024	SR	Continue to review documents in connection with discovery requests	0.8
11/19/2024	RV	Export and transfer selected documents to WFG team, per K. Sundt's request	1.3
11/19/2024	AK	Identify internal communications for removal from batches and prepare document export at the request of K. Sundt Discuss billing with C. Cheung	2.3
11/19/2024	SR	Review documents for discovery responses	3.0
11/19/2024	KSM	Review documents for discovery responses	2.4
11/19/2024	RV	Search internal communications and re: build batches accordingly, per K. Sundt's request	2.1
11/19/2024	RV	Validate document count before transferring, per K. Sundt's request	2.1
11/20/2024	DK	Analysis of trial balances at various debtor entities for discovery requests	0.6
11/20/2024	DK	Analysis re: bank accounts at various debtor entities for discovery	0.3
11/20/2024	SR	Continue to review documents in connection with discovery	1.9
11/20/2024	DK	Draft email to counsel re: discovery responses	0.2
11/20/2024	RV	Provide list of parent documents and zip password, per M. Arakelyan's request	0.3
11/20/2024	RV	Re do and Provide list of parent documents, per M. Arakelyan's request	0.3
11/20/2024	SR	Review documents in connection with discovery requests	3.0
11/20/2024	AK	Update document batches at the request of S. Rosenfeld Prepare document exports at the request of K. Sundt (APS)	0.6
11/21/2024	KSM	Correspondence with R. Vivas Bautista (APS) K. Grinnell (WFG) re: additional document review and production	0.5
11/21/2024	RV	Export and transfer selected documents to WFG's team, per K. Sundt's request	1.2
11/21/2024	RV	Validate number and coding of documents to be transferred to WFG's team, per K. Sundt's request	1.2
11/22/2024	KSM	Correspondence with S. Rosenfeld, R. Vivas Bautista (APS) K. Grinnell (WFG) re: additional document review and production	0.6
11/22/2024	RV	Export and transfer selected documents to WFG's team, per S. Rosenfeld's request	0.8
11/22/2024	RT	Promote 24 documents to Review as requested by R. Vivas	1.0



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Discovery
Code: 20012136PA0002.1.18

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/22/2024	SR	Review documents in connection with discovery	0.4
11/22/2024	RV	Run search terms and create report for new terms; batch selected documents, per S. Rosenfeld's request	1.4
11/23/2024	DK	Review of proposed discovery responses	0.4
11/24/2024	DK	Draft response re: discovery requests	0.3
11/25/2024	DK	Analysis re: discovery interrogatories	0.3
11/25/2024	KSM	Correspondence with R. Vivas Bautista (APS) K. Grinnell and B. Sullivan (WFG) re: additional document review and production	0.6
11/25/2024	RV	Create batches for selected documents with hit terms, per K. Sundt's request	0.3
11/25/2024	KSM	Review additional documents for discovery responses	1.2
11/25/2024	RV	Run search terms and create report for new terms, per K. Sundt's request	1.2
11/26/2024	KSM	Correspondence with R. Vivas Bautista (APS) K. Grinnell and B. Sullivan (WFG) re: additional document review and production	0.8
11/26/2024	RV	Validate document count and coding, per K. Sundt's request	0.3
11/27/2024	KSM	Correspondence with R. Vivas Bautista (APS) K. Grinnell (WFG) re: final production	0.2
11/27/2024	RV	Export and transfer selected documents to WFG's team, per K. Sundt's (APS) request	1.1
Total Professional Hours			<u>71.1</u>



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Discovery
Code: 20012136PA0002.1.18

PROFESSIONAL	RATE	HOURS	FEES
Dan Kelsall	\$1,200	10.0	12,000.00
Mark Wessel	\$1,200	0.7	840.00
Alexander Kimball	\$960	8.6	8,256.00
Tianyang Xu	\$880	3.4	2,992.00
Kenny Truong	\$825	2.1	1,732.50
Kaitlyn Sundt McClaren	\$650	16.0	10,400.00
Sari Rosenfeld	\$625	9.1	5,687.50
Rafael Vivas	\$515	17.6	9,064.00
Darshan Dholakia	\$810	2.6	2,106.00
Ramiro Tuso	\$380	1.0	380.00
Total Professional Hours and Fees	<u>71.1</u>		<u>\$ 53,458.00</u>



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Retention Applications & Relationship Disclosures
Code: 20012136PA0002.1.19

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	KSM	Review 90 day payment history	0.3
11/04/2024	KSM	Review draft investor emails re: relationship disclosures	0.2
11/04/2024	JD	Review PII list and lenders to provide list to legal team	0.6
11/04/2024	KSM	Review updated draft retention documents and relationship disclosures	2.2
11/04/2024	BFS	Draft investor solicitation emails	0.4
11/04/2024	LP	Update draft disclosures to be included in retention documents in response to comments from K. Sundt (APS)	0.9
11/04/2024	BFS	Update draft retention documents	0.8
11/05/2024	BFS	Edits to draft retention documents	0.6
11/07/2024	LV	Revise retention documents	0.7
11/07/2024	KSM	Correspondence with L. Verry (APS) and S. Borovinskaya (YCST) re: draft retention documents	0.3
11/07/2024	LP	Draft disclosures for new parties received on November 5th to be included in retention documents	0.6
11/07/2024	LP	Prepare new parties in interest list for firm database	0.3
11/07/2024	LP	Review Schedule 1	1.5
11/07/2024	KSM	Review updated draft relationship disclosures	0.3
11/08/2024	KSM	Correspondence with R. Blokh (APS) re: retention documents	0.2
11/09/2024	ESK	Emails with D. Orlofsky (APS) re: discovery and reviewed emails re: same	0.3
11/11/2024	LV	Arrange eDiscovery files	0.1
11/18/2024	KSM	Edit draft retention documents	1.9
11/18/2024	KSM	Review updated draft retention documents	0.7
11/18/2024	BFS	Revise draft retention documents	0.6
11/20/2024	BFS	Update draft retention documents	0.9
11/25/2024	KSM	Review updated draft retention documents from K. McElroy (YCST)	0.3
11/26/2024	KSM	Finalize draft retention documents with K. McElroy (YCST)	0.7
11/26/2024	BFS	Updates to draft retention documents	0.7
Total Professional Hours			16.1

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Retention Applications & Relationship Disclosures
Code: 20012136PA0002.1.19

PROFESSIONAL	RATE	HOURS	FEES
Elizabeth S Kardos	\$900	0.3	270.00
Jeremy Dioso	\$895	0.6	537.00
Kaitlyn Sundt McClaren	\$650	7.1	4,615.00
Brooke Filler Stavitski	\$575	4.0	2,300.00
Laurie Verry	\$575	0.8	460.00
Lauren Prohaska	\$525	3.3	1,732.50
Total Professional Hours and Fees		<u>16.1</u>	<u>\$ 9,914.50</u>

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Officer Duties
Code: 20012136PA0002.1.21

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES
11/04/2024	DO	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, S. Cherian, N. Jabin, J. Diioso, D. Dholakia, C. Shen (APS), WFG (Debtors Counsel team), Lazard (Lender IB team), Paul Hastings (Lender counsel team), Ducera (Debtors IB team) re: Re: DIP
11/04/2024	DO	Review DIP budget versions to be cleansed for 1L posting
11/04/2024	DO	Meeting with L. Wright, M. Gonzalez, A. Laudato, J. Van Orden (all Vitamin Shoppe), A. Laurence, A. Kaminsky (both FRG) and D. Orlofsky (APS) to discuss bankruptcy filing, vendor issues and employment issues
11/04/2024	DO	Meeting with D. Orlofsky, R. Blokh, J. Shen (APS), D. Sinclair, B. Feldman, J. Dugan (WFG) re: D. Orlofsky testimony preparation
11/04/2024	DO	Review 13 week CF and liquidity analysis
11/04/2024	DO	Review emails and analysis related to vendor issues at VSI and PSP
11/05/2024	DO	Call with S. Khemlani, T. Cowen (both Lazard) to discuss first day hearing and DIP pricing
11/05/2024	DO	Call with D. Sinclair (WFG) re: DIP issues and potential 1L modifications to their DIP
11/05/2024	DO	Call with M. Feldman, D. Sinclair, J. Dugan (WFG), C. Grubb, M. Kramer (Ducera), J. Goldstein, J. Evans, I. Sasson (Paul Hastings), T. Cowen, S. Khemlani, N. Mooney (Lazard) re: First Day hearing, DIP issues and next steps
11/05/2024	DO	Email correspondence with D. Sinclair, J. Dugan, B. Feldman (WFG), R. Blokh, D. Kelsall, J. Shen, D. Orlofsky re: critical vendors, 503b9 and potential compromises with the 2L group
11/05/2024	DO	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin (APS) re: Critical Vendor Analysis
11/05/2024	DO	Review DIP budget, interim borrowings and 503b9 and CV analysis
11/05/2024	DO	Call with A. Kaminsky, A. Laurence (both FRG) to discuss first day hearing issues and next steps
11/05/2024	DO	Call with A. Kaminsky, A. Laurence, Lee Wright, C. Rowland, D. McNamara (all FRG) to discuss first day hearing issues and vendor issues
11/05/2024	DO	Attend first day hearing
11/05/2024	DO	Testify at first day hearing
11/06/2024	DO	Meeting with D. Orlofsky, S. Deshpande, D. Kelsall, J. Shen (APS), D. Sinclair, B. Feldman, (WFG), C. Grubb, M. Kramer (Ducera), A. Laurence, A. Kaminsky, T. McMillan-McWaters (FRG) and the BOD re: alternative DIP proposal
11/06/2024	DO	Review the terms of the 2L DIP proposal
11/06/2024	DO	Teleconference with D. Orlofsky, D. Kelsall (APS) re: DIP Cash Flow Forecasts
11/06/2024	DO	Attend First Day hearing
11/06/2024	DO	Call with A. Laurence, FRG, re: First Day hearing and vendor issues
11/06/2024	DO	Meeting with D. Orlofsky, D. Kelsall, J. Shen (APS), D. Sinclair, B. Feldman, J. Dugan and others (WFG) re: D. Orlofsky testimony preparation
11/06/2024	DO	Meeting with J. Dugan, WFG, to prepare for First Day Hearing testimony
11/06/2024	DO	Meeting with M. Feldman and D. Sinclair, WFG, to discuss 503b9 and CV
11/06/2024	DO	Testify at First Day hearing

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Officer Duties
Code: 20012136PA0002.1.21

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES
11/07/2024	DO	Teleconference with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, S. Deshpande (APS), A. Kaminsky and others (FRG), D. Sinclair and others (WFG), C. Grubb and others (Ducera) re: First Day Hearing Outcome and near term action points
11/07/2024	DO	Call with I. Sasson (Paul Hastings) re: legal invoice
11/07/2024	DO	Call with A. Kaminsky FRG, re: vendor payments and flow of funds
11/07/2024	DO	Call with J. Goldstein, Paul Hastings re: billing question and flow of funds
11/08/2024	DO	Call with M. Bloom, Guggenheim, re: VSI sale process
11/08/2024	DO	Call with T. Arden, board member, re: VSI sale process
11/08/2024	DO	Call with D. Sinclair (WFG) re: 1L, 2L negotiations and professional retention
11/08/2024	DO	Meeting with D. Orlofsky, R. Blokh, T. Grossman, D. Kelsall, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, M. Konop (APS) re: FRG APS Daily Touch Base
11/08/2024	DO	Review analysis of MIP comps
11/08/2024	DO	Call with D. McNamara, PSP, re: vendor payments
11/09/2024	DO	Call with A. Kaminsky, FRG, re: M&A process
11/09/2024	DO	Call with C. Grubb, Ducera, re: VSI sale process
11/09/2024	DO	Call with D. Sinclair, WFG, re: M&A process
11/09/2024	DO	Call with S. Khemlani, Lazard, re: VSI M&A process
11/09/2024	DO	Call with T. Arden and C. Meyer, FRG Board members re: M&A process
11/09/2024	DO	Call with L. Wright, Vitamin Shoppe, re: vendor issues and M&A process
11/09/2024	DO	Review PSP daily sales reports
11/10/2024	DO	Call with D. Sinclair, WFG, re: VSI sale process
11/10/2024	DO	Call with T. Arden, FRG Board, re: VSI real estate portfolio
11/10/2024	DO	Prepare summary of operational issues with vendors, employees and other stakeholders to share with Lazard
11/10/2024	DO	Review and edit Adversary Proceeding Declaration
11/10/2024	DO	Review email and related attachments re: White & Case discovery requests
11/11/2024	DO	Call with C. Grubb, Ducera, re: VSI sale process
11/11/2024	DO	Call with D. Sinclair (WFG) re: VSI sale process
11/11/2024	DO	Call with T. Arden, FRG board member, re: VSI sale process
11/11/2024	DO	Teleconference with D. Orlofsky, D. Kelsall (APS) re: Employee payment matters
11/11/2024	DO	Teleconference with D. Orlofsky, D. Kelsall (APS), B. Feldman and others (WFG) re: Employee matters
11/11/2024	DO	Teleconference with D. Orlofsky, D. Kelsall (APS), A. Laurence and A. Kaminsky (FRG) re: Case strategy
11/11/2024	DO	Teleconference with D. Orlofsky, D. Kelsall (APS), D. Sinclair (WFG) re: Case strategy
11/11/2024	DO	Teleconference with D. Orlofsky, D. Kelsall (APS), S. Khemlani and others (Lazard), J. Evans and others (Paul Hastings), Lender Representatives (Steerco) re: Employee matters and sales process
11/11/2024	DO	Call with D. Orlofsky and K. Sundt (APS) re: discovery

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
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Re: Officer Duties
Code: 20012136PA0002.1.21

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES
11/11/2024	DO	Teleconference with D. Orlofsky, D. Kelsall (APS), S. Lombardi and others (WFG), T. McMillan-McWaters and others (FRG), K. Sundt (APS) re: Discovery requests
11/11/2024	DO	Call with D. McNamara, PSP, re: vendor issues
11/11/2024	DO	Call with L. Wright, VSI, re: vendor issues
11/11/2024	DO	Review analysis of first day vendor payments
11/12/2024	DO	Call with A. Kaminsky, FRG, re: VSI sale process
11/12/2024	DO	Call with D. Sinclair, WFG, re: VSI sale process
11/12/2024	DO	Call with S. Khemlani, Lazard, re: VSI sale process
11/12/2024	DO	Call with S. Khemlani, Lazard, re: LTIPs
11/12/2024	DO	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, S. Cherian, R. Aurand (APS), A. Kaminsky and others (Franchise Group), K. Patel and others (Ducera), J. Lin and others (Wilkie) re: Franchise Group and Internal Advisors catch-up
11/12/2024	DO	Participated in board meeting with T. Arden, C. Meyer, J. Hartman, A. Lawrence, A. Kaminsky, T. McMillan-McWaters (all board members), D. Sinclair, M. Feldman (WFG) re: VSI sale process
11/12/2024	DO	Call with D. McNamara, PSP, S. Spitzer, K. Steele, G. McDaniels (all Mars) re: 503b9 and critical vendor payments
11/13/2024	DO	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Cherian (APS) re: AF Retention Program
11/13/2024	DO	Call with A. Kaminsky (FRG) re: M&A process
11/13/2024	DO	Call with A. Laurence (FRG) re: VSI M&A process
11/13/2024	DO	Call with T. Arden, board member, re: VSI M&A process
11/13/2024	DO	Call with D. McNamara, PSP CFO, re: vendor issues
11/13/2024	DO	Call with Lee Wright, VSI CEO, re: vendor issues, LTIP and M&A process
11/13/2024	DO	Meeting with D. Orlofsky, T. Grossman, S. Cherian, C. Shen (APS), Vitamin Shoppe team, Hilco Real Estate (Debtor real estate advisor) re: Vitamin Shoppe Assessment
11/13/2024	DO	Review and respond to correspondence with various PSP vendors re: payment of pre-petition balances and post-petition terms
11/13/2024	DO	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, A. Wei, M. Steele (APS) re: FRG APS Daily Touch Base
11/13/2024	DO	Review email and related analysis re: vendor issues and analysis of CV and 503b9 payments
11/14/2024	DO	Call with B. Friedman (WFG), D. Kelsall, D. Orlofsky (APS) re: TopCo org structure issues
11/14/2024	DO	Review TopCo org structure issues, liquidity and assets
11/14/2024	DO	Call with A. Laurence, FRG CEO, re: VSI M&A process and next steps
11/14/2024	DO	Call with B. Feldman (WFG) re: PSP securitization
11/14/2024	DO	Call with C. Grubb, Ducera, re: VSI sale process
11/14/2024	DO	Call with D. Sinclair, WFG, re: VSI M&A process
11/14/2024	DO	Call with Lee Wright, VSI CEO, re: VSI M&A process

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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES
11/14/2024	DO	Call with Todd Arden, FRG board member, re: VSI M&A process
11/14/2024	DO	Meeting with D. Orlofsky, T. Grossman, S. Deshpande, H. Colvin, R. Aurand, B. Muratov, (APS) re: FRG APS Daily Touch Base
11/15/2024	DO	Call with D. Sinclair, WFG, re: VSI sale process and Holdco assets
11/15/2024	DO	Teleconference with S. Khemlani (Lazard) re: VSI sale process
11/15/2024	DO	Teleconference with S. Khemlani (Lazard), D. Sinclair (WFG), I. Sasson, J. Evans, J. Goldstein (Paul Hastings) re: VSI sale process
11/15/2024	DO	Draft emails and communications related to the upcoming 1L lender OpCo meetings
11/15/2024	DO	Teleconference with A. Kaminsky (FRG) re: VSI sale process, OpCo performance and PSP securitization
11/15/2024	DO	Teleconference with D. Orlofsky, D. Kelsall (APS) re: 2L plan
11/16/2024	DO	Emails communications with A. Laurence, A. Kaminsky(both FRG), D. McNamara (PSP) and L. Wright (VSI) re: upcoming meeting with lenders and agenda for business ops discussions
11/17/2024	DO	Teleconference with D. Orlofsky, D. Kelsall (APS) re: Interrogatories
11/18/2024	DO	Teleconference with D. Sinclair, (WFG), D. Orlofsky, D. Kelsall (APS), K. Scholes (FRG), K Winfree (EY) re: tax receivable
11/18/2024	DO	Call with A. Kaminsky (FRG) re: PSP securitization process
11/18/2024	DO	Call with C. Rowland, D. McNamara (both PSP), A. Kaminsky, A. Laurence (both FRG) to prepare for 1L lender operations call
11/18/2024	DO	Review and respond to email correspondence with D. McNamara, PSP, re: vendor issues
11/18/2024	DO	Review DIP budget and related sensitivity analysis
11/18/2024	DO	Review analysis of vendor issues at PSP
11/19/2024	DO	Teleconference with D. Orlofsky, D. Kelsall (APS), C. Grubb and M. Kramer (Ducera), D. Sinclair, B. Feldman, M. Feldman (WFG) re: Strategic discussions re: contested matters
11/19/2024	DO	Call with Michael Bennett (Buddy's) re: preparation for 1L lender call
11/19/2024	DO	Email correspondence with Lazard re: Franchise agreements at VSI
11/19/2024	DO	Email correspondence with S. Khemlani and N. Mooney (both Lazard) re: OpCo management calls
11/19/2024	DO	Meeting with D. Orlofsky, S. Deshpande (APS), B. Feldman (WFG), A. Laurence (FRG), T. McMillan-McWaters (FRG), L. Wright, J. Van Orden, T. Evans, S. Harvey (VSI) re: go-forward business operations related to certain executory contracts
11/19/2024	DO	Call with D. Sinclair (WFG) re: 2L objections to 2nd day hearing
11/19/2024	DO	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, S. Cherian, R. Aurand (APS), D. Sinclair and others (Wilkie), A. Kaminsky and others (Franchise Group), A. Killinger and others (Ducera) re: Internal Advisors weekly call
11/19/2024	DO	Review HoldCo DIP budget

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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES
11/19/2024	DO	Meeting with D. Orlofsky, D. Lorenzo, M. Bernstein (APS), A. Kaminsky, T. McMillan-McWaters, E. Seeton (FRG), S. Borovinskaya, A. Mielke, others (Young Conaway), B. Feldman, others (Willke) re: Initial Debtor Interview Prep Session
11/19/2024	DO	Call with D. McNamara (PSP) re: vendor issues
11/19/2024	DO	Call with D. Orlofsky, S. Deshpande, H. Colvin, B. Muratov (APS) re: Critical Vendors - 2L
11/19/2024	DO	Call with D. Orlofsky, S. Deshpande, H. Colvin, B. Muratov (APS) re: Vendors Requests
11/19/2024	DO	Call with D. Sinclair (WFG) re: vendor issues
11/20/2024	DO	Call with S. Khemlani re: operation update calls and LTIP status
11/20/2024	DO	Meeting with D. Sinclair, B. Feldman, M. Feldman (all WFG), J. Goldstein, J. Evans, I. Sasson (all Paul Hastings), C. Grubb, M. Kraemer, K. Patel, (all Ducera), T. Cowen, N. Mooney, S. Khemlani (all Lazard) and D. Orlofsky, R. Blokh, D. Kelsall (all APS) re: DIP, RSA, M&A process and 2L/HoldCo negotiations
11/20/2024	DO	Meeting with S. Khemlani, N. Mooney (all Lazard), D. Orlofsky, D. Kelsall (all APS), C. Rollo, D. McNamara (all PSP) A. Laurence, A. Kaminsky (all FRG) and 1L Steering Committee members re: PSP business operations update
11/20/2024	DO	Meeting with S. Khemlani, N. Mooney (all Lazard), D. Orlofsky, D. Kelsall (all APS), L. Wright, J. Van Orden (all PSP) A. Laurence, A. Kaminsky (all FRG) and 1L Steering Committee members re: VSI business operations update
11/20/2024	DO	Meeting with S. Khemlani, N. Mooney (all Lazard), D. Orlofsky, D. Kelsall (all APS), M. Bennett (Buddy's), A. Laurence, A. Kaminsky (all FRG) and 1L Steering Committee members re: Buddy's business operations update
11/20/2024	DO	Teleconference with A. Scruton (FTI) re: Critical Vendors 503b9
11/20/2024	DO	Teleconference with A. Mena, C. Chung, B. Feldman, J. Hardy (all WFG), C. Grubb, K. Patel (all Ducera), D. Orlofsky, D. Kelsall (APS) re: the ABL lenders' DIP issues
11/21/2024	DO	Teleconference with D. Laton, S. Kietlinski (all Province) re: Critical Vendors and 503b9
11/21/2024	DO	Teleconference with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin (APS), A. Scruton and others (FTI) re: 2L Creditor diligence
11/21/2024	DO	Attend Emergency Hearing re: critical vendors
11/21/2024	DO	Review the cost benefit analysis of American Freight critical vendors, prepared email communication for FTI and Province explaining the key issues and why payments are critical
11/21/2024	DO	Teleconference with D. Sinclair (WFG) re: American Freight critical vendors
11/21/2024	DO	Teleconference with D. Sinclair (WFG) re: Critical vendors
11/21/2024	DO	Telephone call with D. Orlofsky, D. Lorenzo (APS), T. Fox (UST), A. Laurence, A. Kaminsky and E. Seeton (FRG), S. Borovinskaya, A. Mielke (YCST) re: Initial Debtor Interview
11/22/2024	DO	Review financial statements for Freedom VCM Interco and Freedom VCM, Inc.

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11/22/2024	DO	Teleconference with A. Mena, C. Chung, B. Feldman, (all WFG), D. Orlofsky, D. Kelsall (APS), J. Arsenault, K. Scholes (all FRG) re: accounting treatment for HoldCo activity
11/22/2024	DO	Review analysis of American Freight GOB proceeds and actual vs budget
11/22/2024	DO	Teleconference with D. Orlofsky, D. Kelsall (APS) re: Cash forecasts
11/22/2024	DO	Call with D. Sinclair (WFG) re: 2L/HoldCo structure, take private transaction and DIP financing
11/22/2024	DO	Meeting with D. Orlofsky, R. Blokh, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, S. Cherian, J. Dioso, M. Bernstein, C. Shen, R. Aurand, B. Muratov, M. Konop, T. Xu, M. Steele (APS) re: FRG APS Daily Touch Base
11/22/2024	DO	Teleconference with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin (APS), D. Laton and others (Province) re: UCC diligence
11/22/2024	DO	Review analysis of 503b9 and Critical Vendor payments for VSI and PSP.
11/23/2024	DO	Review and respond to HoldCo Lenders' and the Ad Hoc Group of Freedom Lenders' interrogatories
11/23/2024	DO	Review analysis of the American Freight GOB sale process and actual vs budget performance
11/24/2024	DO	Call with J. Evans, J. Goldstein, I. Sasson (all Paul Hastings), D. Sinclair, B. Feldman, J. Hardy, Charlotta Chung (all WFG), S. Khemlani, N. Mooney, S. Mkrtchian (all Lazard), D. Kelsall, D. Orlofsky (all APS) re: HoldCo activity and the take private transaction
11/25/2024	DO	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, M. Bernstein, D. Dholakia, R. Aurand, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base
11/25/2024	DO	Teleconference with D. Orlofsky, D. Kelsall (APS) re: Case progress
11/25/2024	DO	Call with D. Sinclair, B. Feldman, M. Feldman (all WFG), J. Goldstein, J. Evans, I. Sasson, D. Filiman (all Paul Hastings), C. Grubb, K. Patel, (all Ducera), N. Mooney, S. Khemlani (all Lazard) re: DIP, 2L/HoldCo issues and M&A process
11/25/2024	DO	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, S. Cherian, T. Xu (APS), A. Scruton, M. Eisler, N. Leake and additional team members (FTI) re: DIP budget, critical vendors and related matters
11/25/2024	DO	Review analysis of VSI store leases
11/25/2024	DO	Review and made edits to APS retention application
11/25/2024	DO	Review analysis of 503b9 and Critical Vendor payments for VSI and PSP.
11/26/2024	DO	Teleconference with D. Orlofsky, D. Kelsall, S. Cherian (APS), A. Laurence, A. Kaminsky and others (FRG), D. Sinclair and others (WFG), C. Grubb and others (Ducera) re: Case strategy matters
11/26/2024	DO	Meeting with D. Orlofsky, D. Kelsall, S. Deshpande, H. Colvin, S. Cherian, J. Dioso, T. Xu (APS), D. Laton, S. Kietlinski, N. Steffen, H. Congleton and D. Radi (Province) re: cash management, taxes, lease rejections and related matters
11/26/2024	DO	Teleconference with D. Orlofsky, D. Kelsall (APS), S. Khemlani and others (Lazard), D. Sinclair and others (WFG), C. Grubb and others (Ducera), J. Goldstein and others (Paul Hastings) re: Case Strategy

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11/26/2024	DO	Teleconference with S. Khemlani (Lazard) re: LTIPs
11/26/2024	DO	Teleconference with L. Wright (VSI) re: Critical vendors
11/27/2024	DO	Review the American Freight WARN analysis
11/27/2024	DO	Teleconference with D. Orlofsky, D. Kelsall, D. Dholakia, T. Xu (APS), A. Laurence, A. Kaminsky and others (FRG), M. Malyshev and others (Ducera) re: Financial review
11/27/2024	DO	Teleconference with D. Orlofsky, D. Kelsall, S. Deshpande (APS), D. Sinclair and others (WFG), C. Grubb and others (Ducera), S. Khemlani and others (Lazard), J. Goldstein and others (Paul Hastings) re: case strategy
11/27/2024	DO	Teleconference with D. Orlofsky, D. Kelsall, J. Shen, D. Dholakia, T. Xu (APS), A. Scruton, M. Eisler and others (FTI) re: DIP Budget, CV and other matters
11/27/2024	DO	Teleconference with S. Borovinskaya (YCST) re: Guggenheim retention
11/27/2024	DO	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Deshpande, H. Colvin, D. Lorenzo, J. Dioso, M. Bernstein, D. Dholakia, B. Muratov, M. Konop, T. Xu (APS) re: FRG APS Daily Touch Base
11/30/2024	DO	Call with J. Hardy, Y. Kass-Gergi, J. Brandt, D. O'Keefe (WFG), D. O'Brien, A. Humerick (both Hilco), and D. Orlofsky, D. Kelsall (both APS) re: DIP and leases

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<u>PROFESSIONAL</u>	<u>FEES</u>
David Orlofsky	157,500.00
Total Professional Hours and Fees	<u>\$ 157,500.00</u>



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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/08/2024	SC	Meeting with T. Grossman, S. Cherian (APS), D. Obrien and others (Hilco) re: Real estate negotiations	0.6
11/08/2024	TG	Meeting with T. Grossman, S. Cherian (APS), D. Obrien and others (Hilco) re: Real estate negotiations	0.6
11/11/2024	DK	Analysis of lease schedules and store information	0.2
11/11/2024	WW	Prepare American Freight Lease list	2.0
11/12/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand, A. Wei (APS), D. Taucher re: American Freight Data Request	0.1
11/12/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand, A. Wei (APS), D. Taucher re: American Freight Data Request	0.1
11/12/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand, A. Wei (APS), D. Taucher re: American Freight Data Request	0.1
11/12/2024	WW	Meeting with T. Grossman, S. Cherian, R. Aurand, A. Wei (APS), D. Taucher re: American Freight Data Request	0.1
11/13/2024	TG	Participate in a phone call with E. DeSantis (M3) to coordinate weekly GOB report out	0.2
11/19/2024	TG	Review American Freight transportation and warehouse lien analysis justification Provide guidance o additional analysis and support and further justification	0.4
11/21/2024	DK	Analysis of borrower and guarantor entities for diligence requests	0.3
11/21/2024	DK	Analysis of DIP workbook for 2L diligence	0.5
11/21/2024	TG	Coordinate with Hilco and provide a summary of terms, and guidance on a potential sale of certain American Freight assets	0.4
11/21/2024	TG	Review 2nd Lien Lender's American Freight transportation and warehouse lien justification analysis, reasoning and support Provide guidance in additional content and modifications	0.6
11/21/2024	TG	Review revised American Freight transportation and warehouse lien relief analysis, support and justification Provide suggestions and refinement on justification	0.3
11/21/2024	SC	Update analysis and summary tables and email re: 2L diligence requests	2.9
11/21/2024	SC	Review analysis and summary tables and email re: 2L diligence requests	1.4
11/22/2024	DK	Analysis of assets and liabilities at HoldCo debtors	0.7
11/22/2024	DK	Analysis re: DIP forecast supporting 2L Diligence requests	0.3
11/22/2024	DK	Analysis re: DIP forecast supporting UCC Diligence requests	0.8
11/22/2024	SC	Coordinating files and review re: able diligence requests	1.1
11/23/2024	SC	Draft 1L diligence response and updating for internal and external comments re: GOB process	1.4
11/25/2024	DK	Draft email to B Feldman and others (WFG) and C. Grubb and others (Ducera) re: diligence requests from 2L advisors	0.4
11/25/2024	DK	Draft email to FTI team re: diligence	0.1
11/25/2024	DK	Draft proposed responses to 2L advisor diligence requests	0.9
11/25/2024	SC	Prepare responses to 1L diligence question re: GOB performance	1.3
11/25/2024	SC	Review and preparing responses to diligence questions	0.9
11/26/2024	SC	Prepare, coordinate and review responses to diligence questions re: UCC advisor kick off discussions	1.4

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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/26/2024	DK	Review of reports and email reports in response to diligence requests	0.2
11/27/2024	DK	Analysis re: EBITDA to cash flow walk for 2L diligence requests	0.4
11/27/2024	DK	Analysis re: InterCo balances for 2L diligence request	0.4
11/27/2024	DK	Review information related to 2L diligence requests	0.1
11/28/2024	DK	Analysis re: EBITDA to cash flow walk for 2L diligence requests	0.3
11/29/2024	DK	Analysis of diligence request from 2L advisors	0.3
11/29/2024	DK	Analysis re: EBITDA to cash flow walk	0.3
Total Professional Hours			22.1



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PROFESSIONAL	RATE	HOURS	FEES
Dan Kelsall	\$1,200	6.2	7,440.00
Terrence Grossman	\$1,200	2.6	3,120.00
Sujay Cherian	\$895	11.1	9,934.50
Ryan Aurand	\$750	0.1	75.00
Weiran Wei	\$750	2.1	1,575.00
Total Professional Hours and Fees	22.1		\$ 22,144.50

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Re: American Freight GOB Process
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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	TG	Coordinate with D. Keefe (Hilco), M. Lesso, M. Gray (Both Debtors) on ORDC and 3PL inventory receipt process for the American Freight closed store sale process	0.4
11/04/2024	TG	Coordinate with R. Kalnit (Hilco Streambank) on Streambank retention for the sale of American Freight Intellectual Property	0.5
11/04/2024	SC	Draft logistics and freight lien holder email, sourcing vendor materials and coordinating vendor communications	1.7
11/04/2024	SC	Meeting with T. Grossman, S. Cherian (APS), M. Gray and Others (American Freight) re: Logistics Vendors Touchpoint	0.5
11/04/2024	TG	Meeting with T. Grossman, S. Cherian (APS), M. Gray and Others (American Freight) re: Logistics Vendors Touchpoint	0.5
11/04/2024	SC	Meeting with T. Grossman, S. Cherian (APS) re: Logistics and Mechanics Vendors	0.5
11/04/2024	TG	Meeting with T. Grossman, S. Cherian (APS) re: Logistics and Mechanics Vendors	0.5
11/04/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.5
11/04/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.5
11/04/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.5
11/04/2024	TG	Participate in a call with A. Laurence and A. Kaminsky (both Debtors) to provide a status up date on American Freight first day wind down progress	0.2
11/04/2024	TG	Participate in a call with M. Gray (Debtor) to provide guidance on wind down communications	0.2
11/04/2024	TG	Participate in a meeting with A. Laurence, A. Kaminsky, M. Gray, J. Seghi (All Debtors) to review progress and status of the American Freight wind down. Provide guidance on next steps and key go forward tasks	0.5
11/04/2024	TG	Participate in a meeting with A. Laurence, M. Gray, J. Seghi (all Debtors) and H. Hambleton (AFF) to discuss and plan go forward third party financing program for American Freight GOB	0.6
11/04/2024	TG	Provide guidance to B. Feldman, J. Brandt (Both WFG), S. Taub (Kekst), M. Gray, P. Etter, M. Lesso, and J. Seghi (all Debtor) on closed store communication strategy.	0.4
11/04/2024	TG	Provide guidance to J. Brandt (WFG) and N. Keefe (Hilco) on UST question concerning the conduct of the American Freight closed store sale process	0.4
11/04/2024	TG	Provide guidance to J. Diioso (APS) on store shut down requirements for utility providers	0.2
11/04/2024	TG	Review Hilco American Freight closed store sale press release and provide comments and guidance on next steps to D. Keefe (Hilco) and S. Taub (Kekst)	0.3
11/04/2024	TG	Review and provide comments on edits to the American Freight closed store Sale motion	0.4



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11/04/2024	SC	Review DC and stores exhibit list and time line and coordinating discussions with Hilco re: GOB	1.6
11/04/2024	TG	Review exhibits to Hilco consulting agreement and provide guidance on modifications to D. Keefe (Hilco), J. Brandt (WFG) and S. Cherian (APS)	0.4
11/04/2024	SC	Review in-transit inventory data and coordinating next steps re: rejections and critical vendors payments	0.9
11/04/2024	SC	Review RSA and first day motions and coordinating discussions re: critical vendors and American Freight	1.9
11/05/2024	TG	Communicate closed store timing and strategy adjustments to Hilco, the Debtors store, supervisory and market teams and Kekst	0.6
11/05/2024	TG	Coordinate discounts and price file requirements with A. Reddin (Debtor) and Hilco Merchant Services	0.3
11/05/2024	TG	Coordinate with D. Keefe and I. Fredericks (Hilco) and M. Gray (Debtor) to make adjustments to the closed store sale opening strategy, timing and process	0.9
11/05/2024	SC	Meeting with T. Grossman, S. Cherian (APS), J. Seghi (American Freight) re: Retention program	0.5
11/05/2024	TG	Meeting with T. Grossman, S. Cherian (APS), J. Seghi (American Freight) re: Retention program	0.5
11/05/2024	SC	Meeting with T. Grossman, S. Cherian (APS), M. Gray and Others (American Freight) re: certain vendor	0.5
11/05/2024	TG	Meeting with T. Grossman, S. Cherian (APS), M. Gray and Others (American Freight) re: certain vendor	0.5
11/05/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.5
11/05/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.5
11/05/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.5
11/05/2024	SC	Review company data and analysis, drafting emails and coordinating discussion re: critical vendor issues	1.3
11/05/2024	TG	Review Hilco closed store sale press release provide guidance on modifications and next steps	0.6
11/05/2024	SC	Update wind-down budget re: retention programs and resignations	1.3
11/05/2024	SC	Review company data / analysis, drafting emails and coordinating discussions re: logistics and freight vendor issues	1.8
11/06/2024	SC	Meeting with T. Grossman, S. Cherian (APS), J. Seghi and others (American Freight) re: Payables discussion	0.6
11/06/2024	TG	Meeting with T. Grossman, S. Cherian (APS), J. Seghi and others (American Freight) re: Payables discussion	0.6
11/06/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.5

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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/06/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.5
11/06/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.5
11/06/2024	TG	Provide guidance on Franchisee inventory transfer plan with M. Lesso and M. Gray (both Debtor)	0.2
11/06/2024	SC	Review, coordinate and construct analysis re: logistics and freight vendors	2.1
11/07/2024	TG	Coordinate the process for American Freight Wholesale options with R. Armendariz (Hilco), M. Gray, J. Seghi, J. Sussums (all Debtor)	0.3
11/07/2024	SC	Coordinating responses to lease requests re: rejections	0.7
11/07/2024	SC	Coordination and preparation of in-transit inventory and prepetition analysis	2.1
11/07/2024	SC	Coordination requests related to whole sale of inventory and leases re: interested party negotiations	1.1
11/07/2024	SC	Draft emails and reviewing prepetition amounts outstanding versus orders	0.9
11/07/2024	SC	Meeting with T. Grossman, S. Cherian (APS), B. Feldman (Wilkie), D. Keefe (Hilco), J. Seghi and others (American Freight) re: Vendor Discussions	0.5
11/07/2024	TG	Meeting with T. Grossman, S. Cherian (APS), B. Feldman (Wilkie), D. Keefe (Hilco), J. Seghi and others (American Freight) re: Vendor Discussions	0.5
11/07/2024	SC	Meeting with T. Grossman, S. Cherian (APS), K. Patel (Ducera), A. Laurence (FRG) re: Interested party discussions	0.4
11/07/2024	TG	Meeting with T. Grossman, S. Cherian (APS), K. Patel (Ducera), A. Laurence (FRG) re: Interested party discussions	0.4
11/07/2024	SC	Meeting with T. Grossman, S. Cherian (APS), M. Gray (American Freight) re: Customer Financing Programs	0.6
11/07/2024	TG	Meeting with T. Grossman, S. Cherian (APS), M. Gray (American Freight) re: Customer Financing Programs	0.6
11/07/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.5
11/07/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.5
11/07/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.5
11/07/2024	TG	Participate in a call with R. Armendariz (Hilco) re: in-transit inventory	0.3
11/07/2024	TG	Participate on a call with D. Keefe (Hilco) re: American Freight closed store sale marketing strategy	0.2
11/07/2024	SC	Prepare pre and post emails and related analysis re: critical vendor negotiations / discussions	1.8
11/07/2024	TG	Review American Freight In-Transit inventory to provide guidance on go forward options and next steps to M. Gray, M. Lesso, A. Laurence and A. Kaminsky. (All Debtor), S. Cherian, R. Arnault (Both APS)	0.6



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11/07/2024	JD	Research to respond to inquiry from counsel re: largest AP balances at American Freight	0.6
11/08/2024	SC	Coordination of diligence requests re: wholesale interested party	0.4
11/08/2024	SC	Coordination of review and execution and payments re: prepetition payments	0.7
11/08/2024	SC	Meeting with T. Grossman, S. Cherian (APS), C. Matuska (American Freight) re: Internet provider discussions	0.4
11/08/2024	TG	Meeting with T. Grossman, S. Cherian (APS), C. Matuska (American Freight) re: Internet provider discussions	0.4
11/08/2024	SC	Meeting with T. Grossman, S. Cherian (APS), R. Armendariz (Hilco), A. Redin (American Freight) re: Furniture performance review	0.5
11/08/2024	TG	Meeting with T. Grossman, S. Cherian (APS), R. Armendariz (Hilco), A. Redin (American Freight) re: Furniture performance review	0.5
11/08/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), M. Lesso (American Freight), R. Armendariz (Hilco) re: UPS / In-Transit Inventory	0.5
11/08/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), M. Lesso (American Freight), R. Armendariz (Hilco) re: UPS / In-Transit Inventory	0.5
11/08/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), M. Lesso (American Freight), R. Armendariz (Hilco) re: UPS / In-Transit Inventory	0.5
11/08/2024	SC	Meeting with T. Grossman, S. Cherian (APS), J. Brandt and others (Wilkie) re: Vendor Communications	0.4
11/08/2024	TG	Meeting with T. Grossman, S. Cherian (APS), J. Brandt and others (Wilkie) re: Vendor Communications	0.4
11/08/2024	RA	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.7
11/08/2024	SC	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.7
11/08/2024	SD	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.7
11/08/2024	TG	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.7
11/08/2024	TG	Participate in a call with M. Gray (Debtor) to review status of restoration of go forward vendor services, in-transit inventory, Hilco support tasks, Human Resource issues	0.6
11/08/2024	TG	Participate in a meeting with C. Matuska (Debtor). Provide guidance on payment options to restore service with a critical go forward vendor	0.5
11/08/2024	TG	Participate in a work session with M. Lesso, A. Redin, J. Sessums (all Debtors) R. Armendariz and D. Keefe (both Hilco) to review and discuss opportunities to wholesale int-transit and franchisee inventory.	0.7
11/08/2024	TG	Participate on a call with A. Kaminsky (Debtor) re: American Freight wind down budget and retention	0.3
11/08/2024	RA	Prepare operational due diligence tracker for American Freight liquidation	1.5

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11/08/2024	TG	Review American Freight in-transit analysis and seek guidance on potential opportunities from R. Armendariz (Hilco) and M. Lesso (Debt)	0.4
11/08/2024	SC	Review on-water POS and shipment and creating summary analysis re: prepetition amounts	2.8
11/09/2024	SC	Coordination of interested party on lease and wholesale inventory re: GOB sales	1.9
11/11/2024	TG	Call with D. Keefe (Hilco) re: American Freight weekly reporting format and KPIs	0.2
11/11/2024	SC	Coordination and review of critical vendor process	1.8
11/11/2024	SC	Meeting with A. Redin and others (American Freight), D. Keefe and others (Hilco) re: In-transit invoice discussion	0.4
11/11/2024	DK	Meeting with T. Grossman, D. Kelsall, S. Cherian (APS) re: Retention program	0.4
11/11/2024	SC	Meeting with T. Grossman, D. Kelsall, S. Cherian (APS) re: Retention program	0.4
11/11/2024	TG	Meeting with T. Grossman, D. Kelsall, S. Cherian (APS) re: Retention program	0.4
11/11/2024	SC	Meeting with T. Grossman, S. Cherian (APS), A. Redin and others (American Freight), D. Keefe (Hilco) re: Logistics Vendors	0.7
11/11/2024	TG	Meeting with T. Grossman, S. Cherian (APS), A. Redin and others (American Freight), D. Keefe (Hilco) re: Logistics Vendors	0.7
11/11/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), I. Zambrano and others (American Freight) re: American Freight / UPS Discussion	0.3
11/11/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), I. Zambrano and others (American Freight) re: American Freight / UPS Discussion	0.3
11/11/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), I. Zambrano and others (American Freight) re: American Freight / UPS Discussion	0.3
11/11/2024	RA	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.6
11/11/2024	SC	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.6
11/11/2024	SD	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.6
11/11/2024	TG	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.6
11/11/2024	TG	Participate in a call with M. Lesso (Debt) re: In-Transit inventory strategy	0.3
11/11/2024	TG	Review American Freight In-Transit inventory analysis and provide guidance to M. Lesso, I. Zambrano, A. Redin, J. Seghi (all Debt), S. Cherian (APS) and J. Brandt on suggested next steps and go forward strategy	0.6
11/11/2024	TG	Review American Freight inventory in-transit analysis and provide guidance on next steps	0.8
11/11/2024	TG	Review Hilco GOB invoices and budget Provide guidance to J. Seghi on go forward payment and monitoring processes	0.7



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11/11/2024	SC	Review occupancy and lease data, coordinating communication with Hilco and drafting emails	2.4
11/11/2024	DK	Teleconference with T. Grossman, D. Kelsall, S. Cherian (APS) re: Employee matters	0.4
11/11/2024	SC	Teleconference with T. Grossman, D. Kelsall, S. Cherian (APS) re: Employee matters	0.4
11/11/2024	TG	Teleconference with T. Grossman, D. Kelsall, S. Cherian (APS) re: Employee matters	0.4
11/11/2024	SC	Wind-down payroll budget review, updates and drafting emails	1.9
11/12/2024	TG	Call with J. Seghi (Debtor) re: American Freight warehouse and transportation lien pre-petition Payments and tracking	0.2
11/12/2024	TG	Call with R. Armendariz (Hilco) re: Options and proposal for the sale of American Freight Franchisee inventory	0.4
11/12/2024	SC	Coordination and review re: rejections and freight vendor analysis	2.4
11/12/2024	SC	In-transit rejection analysis, review and coordination	2.8
11/12/2024	SC	Meeting with T. Grossman, S. Cherian (APS), K. Patel and others (Ducera), A. Laurence and other (FRG), D. Obrien and others (Hilco) re: Interested party discussions	0.6
11/12/2024	TG	Meeting with T. Grossman, S. Cherian (APS), K. Patel and others (Ducera), A. Laurence and other (FRG), D. Obrien and others (Hilco) re: Interested party discussions	0.6
11/12/2024	SC	Meeting with T. Grossman, S. Cherian (APS), M. Gray and others (American Freight), D. Keefe and others (Hilco) re: Operational Update	0.6
11/12/2024	TG	Meeting with T. Grossman, S. Cherian (APS), M. Gray and others (American Freight), D. Keefe and others (Hilco) re: Operational Update	0.6
11/12/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), D. Taucher (American Freight) re: Lease diligence	0.3
11/12/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), D. Taucher (American Freight) re: Lease diligence	0.3
11/12/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), D. Taucher (American Freight) re: Lease diligence	0.3
11/12/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.3
11/12/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.3
11/12/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.3
11/12/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), M. Gray and others (American Freight) re: In-transit discussions with vendors	0.5
11/12/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), M. Gray and others (American Freight) re: In-transit discussions with vendors	0.5



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11/12/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), M. Gray and others (American Freight) re: In-transit discussions with vendors	0.5
11/12/2024	RA	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS) re: Logistics vendors	0.5
11/12/2024	SC	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS) re: Logistics vendors	0.5
11/12/2024	SD	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS) re: Logistics vendors	0.5
11/12/2024	TG	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS) re: Logistics vendors	0.5
11/12/2024	TG	Participate in a teams meeting with J. Seghi, J. Waters and C. Matuska (all Debtor) re: alternative sources for American Freight utility processor	0.4
11/12/2024	TG	Prepare proposed payment structure for an American freight 3PL vendor under the relief for pre-petition liens and prepare request for approval to H. Colvin (APS)	0.6
11/12/2024	TG	Review Hilco American Freight closed store sale reporting package Request addition information and variance explanations	0.8
11/12/2024	TG	Prepare agenda and listing for American Freight Status and issues work session	0.4
11/13/2024	SC	Coordination and review re: wind-down and retention	2.3
11/13/2024	DK	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Cherian (APS) re: AF Retention Program	0.5
11/13/2024	SC	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Cherian (APS) re: AF Retention Program	0.5
11/13/2024	TG	Meeting with D. Orlofsky, T. Grossman, D. Kelsall, S. Cherian (APS) re: AF Retention Program	0.5
11/13/2024	SC	Meeting with T. Grossman, S. Cherian (APS), M. Lesso (American Freight) re: Vendor Pre-petition Discussions	0.5
11/13/2024	TG	Meeting with T. Grossman, S. Cherian (APS), M. Lesso (American Freight) re: Vendor Pre-petition Discussions	0.5
11/13/2024	SC	Meeting with T. Grossman, S. Cherian (APS), M. Lesso (American Freight) re: Vendor Pre-petition Discussions	0.2
11/13/2024	TG	Meeting with T. Grossman, S. Cherian (APS), M. Lesso (American Freight) re: Vendor Pre-petition Discussions	0.2
11/13/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), D. Taucher (American Freight) re: Data Requests	0.4
11/13/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), D. Taucher (American Freight) re: Data Requests	0.4
11/13/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), D. Taucher (American Freight) re: Data Requests	0.4
11/13/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), E. De Santis and others (M3), D. Keefe (Hilco) re: GOB Process Update	0.4
11/13/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), E. De Santis and others (M3), D. Keefe (Hilco) re: GOB Process Update	0.4
11/13/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), E. De Santis and others (M3), D. Keefe (Hilco) re: GOB Process Update	0.4

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11/13/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi (American Freight), D. Keefe (Hilco) re: GOB Recovery Tracking Discussion	0.5
11/13/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi (American Freight), D. Keefe (Hilco) re: GOB Recovery Tracking Discussion	0.5
11/13/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi (American Freight), D. Keefe (Hilco) re: GOB Recovery Tracking Discussion	0.5
11/13/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), M. Lesso (American Freight), J. Brandt (Wilkie) re: Vendor Pre-petition Discussions	0.3
11/13/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), M. Lesso (American Freight), J. Brandt (Wilkie) re: Vendor Pre-petition Discussions	0.3
11/13/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), M. Lesso (American Freight), J. Brandt (Wilkie) re: Vendor Pre-petition Discussions	0.3
11/13/2024	RA	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.8
11/13/2024	SC	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.8
11/13/2024	SD	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.8
11/13/2024	TG	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.8
11/13/2024	TG	Participate on a call with M. Gray (Debtors) re: American Freight Corporate wind down issues	0.3
11/13/2024	TG	Participate on a phone call with D. Keefe (Hilco) re: M3 / ABL report-out	0.3
11/13/2024	TG	Participate on phone call with R. Armendariz (Hilco) to coordinate the time line to sell American Freight inventory consigned from a Franchisee	0.4
11/13/2024	TG	Prepare agenda and key issues list for American Freight daily work stream meeting	0.4
11/13/2024	TG	Review and analyze the preliminary GOB performance data from Hilco. Requests modifications, updates and explanations to variances	0.4
11/13/2024	TG	Review revised terms for an American Freight service provider Provide guidance on modifications to M. Gray (Debtors)	0.3
11/13/2024	TG	Review the American Freight corporate wind down budget and Warn analysis and retention plan Provide guidance on modifications and edits	0.5
11/13/2024	SC	Review, analysis and coordination re: RE negotiations	1.8
11/14/2024	TG	Brief R. Armendariz, M. Launer, D. Keefe (all Hilco) on discussions with a Franchisee's counsel and potential options and requirements for the sale of owned inventory in the Franchisee's possession	0.6
11/14/2024	SC	Coordinate review and updating analysis based on internal comments re: retention / wind-down	1.2
11/14/2024	SC	Draft emails re: summary of meeting and follow-up	0.7



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11/14/2024	DD	Meeting with D. Dholakia, R. Aurand, T. Xu (APS) re: American Freight Liquidation and Corporate Cash Flow Mechanics	0.3
11/14/2024	RA	Meeting with D. Dholakia, R. Aurand, T. Xu (APS) re: American Freight Liquidation and Corporate Cash Flow Mechanics	0.3
11/14/2024	TX	Meeting with D. Dholakia, R. Aurand, T. Xu (APS) re: American Freight Liquidation and Corporate Cash Flow Mechanics	0.3
11/14/2024	SC	Meeting with T. Grossman, S. Cherian (APS), J. Seghi (American Freight) re: Wind down budget	0.6
11/14/2024	TG	Meeting with T. Grossman, S. Cherian (APS), J. Seghi (American Freight) re: Wind down budget	0.6
11/14/2024	SC	Meeting with T. Grossman, S. Cherian (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: GOB Finance Update	0.6
11/14/2024	TG	Meeting with T. Grossman, S. Cherian (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: GOB Finance Update	0.6
11/14/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), A. Kaminski and others (American Freight), D. Keefe (Hilco) re: American Freight Financial Call	0.6
11/14/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), A. Kaminski and others (American Freight), D. Keefe (Hilco) re: American Freight Financial Call	0.6
11/14/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), A. Kaminski and others (American Freight), D. Keefe (Hilco) re: American Freight Financial Call	0.6
11/14/2024	RA	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.6
11/14/2024	SC	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.6
11/14/2024	SD	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.6
11/14/2024	TG	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.6
11/14/2024	TG	Participate in a meeting with M. Lesso (Debtor) and a transportation vendor to discuss current claims and go forward options	0.5
11/14/2024	TG	Participate in a zoom call with J. Brandt, Betsy Feldman (both WFG) and counsel from a Franchisee re: go forward options for the sale owned inventory	0.6
11/14/2024	TG	Participate on a phone call with J. Seghi (Debtor) re: American Freight corporate wind budget	0.2
11/14/2024	TG	Participate on a phone call with M. Gray (Debtor) to provide guidance on the American Freight Corporate wind down forecast and retention plan	0.3
11/14/2024	RA	Prepare Liquidation Actuals vs Forecast	2.8
11/14/2024	SC	Proposal coordination and review re: wholesale proposal on A-team inventory	1.7



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DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/14/2024	TG	Review revised American Freight wind-down budget and retention plan Provide suggestions on modifications and guidance on next steps,	0.7
11/14/2024	TG	Review a wind down service provider's amended economic and risk terms Provide guidance to M. Gray (Debtor) on potential modifications next steps,	0.4
11/14/2024	TG	Review revised American Freight corporate wind down budget Provide guidance on next steps and modifications to J. Seghi, M. Gray and P. Etter (all Debtor)	0.5
11/14/2024	TG	Prepare the agenda and key issues status for the American freight daily work stream issues work session	0.4
11/15/2024	TG	Coordinate with R. Armendariz (Hilco) on structure and time line for sale of Franchisee inventory.	0.4
11/15/2024	SC	Coordination and review and contract uploads	1.2
11/15/2024	RA	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.7
11/15/2024	SC	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.7
11/15/2024	SD	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.7
11/15/2024	TG	Meeting with T. Grossman, S. Deshpande, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe (Hilco) re: American Freight / Hilco daily store liquidation workstream	0.7
11/15/2024	TG	Participate on a phone call with J. Seghi (Debtor) re: American Freight Payroll and WARN forecast	0.2
11/15/2024	TG	Prepare Franchisee structure for sale of Debtor owned inventory	0.7
11/15/2024	TG	Prepare the agenda and key issues status for the American freight daily work stream issues work session	0.4
11/15/2024	TG	Review and analyze American Freight WARN and retention analysis Provide guidance on additional analytics and modifications	0.6
11/18/2024	SC	Cash tracking review and coordination re: GOB	1.9
11/18/2024	DD	Meeting with S. Cherian, D. Dholakia, R. Aurand, T. Xu (APS) re: American Freight Cash Mechanics	1.0
11/18/2024	RA	Meeting with S. Cherian, D. Dholakia, R. Aurand, T. Xu (APS) re: American Freight Cash Mechanics	1.0
11/18/2024	SC	Meeting with S. Cherian, D. Dholakia, R. Aurand, T. Xu (APS) re: American Freight Cash Mechanics	1.0
11/18/2024	TX	Meeting with S. Cherian, D. Dholakia, R. Aurand, T. Xu (APS) re: American Freight Cash Mechanics	1.0
11/18/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS) re: American Freight Cash Tracking	0.3
11/18/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS) re: American Freight Cash Tracking	0.3

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: American Freight GOB Process
Code: 20012136PA0002.1.25

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/18/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS) re: American Freight Cash Tracking	0.3
11/18/2024	TG	Participate on a call with D. Keefe and R. Armendariz (both Hilco) re: American Freight GOB performance, inventory reconciliation and go forward forecasting requirements	0.6
11/18/2024	TG	Participate on a phone call with an American Freight Franchisee re: purchase options for consigned inventory	0.3
11/18/2024	SC	Respond to diligence items and coordinating diligence upload re: lease marketing	1.6
11/18/2024	TG	Summarize call with an American Freight Franchisee and the potential options to sell consigned inventory that is in the Franchisee stores	0.4
11/19/2024	SC	Draft email coordinating lender requests and beginning inventory questions re: GOB	0.8
11/19/2024	RA	Meeting with S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight) re: American Freight Cash Tracking	0.8
11/19/2024	SC	Meeting with S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight) re: American Freight Cash Tracking	0.8
11/19/2024	SC	Meeting with T. Grossman, S. Cherian (APS), M. Gray (American Freight), R. Armendariz (Hilco) re: Wholesale Inventory Interested Party Discussions	0.5
11/19/2024	TG	Meeting with T. Grossman, S. Cherian (APS), M. Gray (American Freight), R. Armendariz (Hilco) re: Wholesale Inventory Interested Party Discussions	0.5
11/19/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight Operational Update	0.4
11/19/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight Operational Update	0.4
11/19/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: American Freight Operational Update	0.4
11/19/2024	TG	Participate in a meeting with R. Armendariz, M. Launer (both Hilco), M. Gray (Debtor) and an American Freight Franchisee re: determine options and terms for the sale of consigned inventory	0.6
11/19/2024	TG	Participate in a phone call with M. Lesso (Debtor) re: American Freight distribution center assets and wind down schedule	0.3
11/19/2024	TG	Participate in a phone call with M. Seghi (Debtor) re: American Freight payroll wind down budget	0.3
11/19/2024	TG	Participate on a call with R. Armendariz (Hilco) re: sale of a Franchisee's consigned inventory.	0.2
11/19/2024	TG	Provide a summary of the American Freight Franchisee meeting for the sale of consigned inventory and outline sale options, other alternatives and suggested next steps	0.5
11/19/2024	TG	Provide guidance to A. Redin and D. Heck (both Debtors) concerning reclamation requests for receipt of American Freight post petition inventory.	0.3

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: American Freight GOB Process
Code: 20012136PA0002.1.25

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/19/2024	TG	Review and analyze the Hilco American Freight inventory reconciliation and support Provide guidance on additional analysis and support, reconciliation of the go forward GOB forecast and alignment with the American Freight team	0.7
11/19/2024	TG	Review revised payroll and wind down budget for American Freight and request guidance on next steps from FRG	0.4
11/19/2024	TG	Participate in a call with M. Gray (Debtor) to review closed store sale issues and next steps	0.4
11/20/2024	SC	Critical vendor analysis review	2.2
11/20/2024	SC	Prepare for vendor calls	1.2
11/20/2024	SC	Meeting with T. Grossman, S. Cherian (APS), M. Gray, J. Seghi, P. Etter (American Freight) re: Leadership meeting	0.4
11/20/2024	TG	Meeting with T. Grossman, S. Cherian (APS), M. Gray, J. Seghi, P. Etter (American Freight) re: Leadership meeting	0.4
11/20/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight) re: Leadership Touch Point	0.3
11/20/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight) re: Leadership Touch Point	0.3
11/20/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight) re: Leadership Touch Point	0.3
11/20/2024	TG	Participate on a Call with R. Armendariz (Hilco) re: sale of American Freight Franchisee consignment inventory	0.3
11/20/2024	TG	Participate on a phone call with R. Armendariz (Hilco) re: options related to staffing for remote stores	0.4
11/20/2024	RA	Prepare further weekly sales liquidation update for Franchise Group	1.1
11/20/2024	RA	Prepare weekly sales liquidation update for Franchise Group	2.0
11/20/2024	SC	Update wind-down budget per internal comments and conversations and creating summary tables and emails	1.5
11/21/2024	RA	Meeting with S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: Hilco Financial Call	0.4
11/21/2024	SC	Meeting with S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), D. Keefe and others (Hilco) re: Hilco Financial Call	0.4
11/21/2024	RA	Prepare deck for internal cumulative liquidation update	1.9
11/21/2024	RA	Prepare weekly sales liquidation update for Franchise Group	2.7
11/21/2024	SC	Review and coordination of AF RE pre and post-petition rent and communicating to appropriate parties re: diligence	1.6
11/21/2024	SC	Review of Hilco Reporting materials, analysis and reporting	1.3
11/22/2024	SC	Coordination and constructing sales process summary report re: GOB sales process	2.3
11/22/2024	SC	Meeting with T. Grossman, S. Cherian (APS), M. Gray, J. Seghi, P. Etter (American Freight) re: Leadership meeting	0.4
11/22/2024	TG	Meeting with T. Grossman, S. Cherian (APS), M. Gray, J. Seghi, P. Etter (American Freight) re: Leadership meeting	0.4
11/22/2024	TG	Participate in a Call with R. Armendariz (Hilco) re: sale of American Freight franchisee consigned inventory.	0.2



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: American Freight GOB Process
Code: 20012136PA0002.1.25

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/22/2024	TG	Participate on a phone call with M. Lesso (Debtor) re: timing for and cost of the consolidation of American Freight consigned inventory	0.3
11/22/2024	RA	Prepare deck for internal cumulative liquidation update	1.8
11/22/2024	RA	Prepare weekly sales liquidation update for Franchise Group	1.8
11/22/2024	TG	Review the analysis and business terms for the sale of American Freight franchisee inventory. Provide guidance on potential modifications	0.5
11/23/2024	SC	Review company wind-down budget and drafting emails re: retention	0.4
11/25/2024	DK	Analysis re: GOB process performance	0.3
11/25/2024	TG	Coordinate payment for the sale of American Freight consignment inventory.	0.3
11/25/2024	SC	Coordination of meetings and analysis review re: beginning inventory rec	0.9
11/25/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), J. Brandt (Wilkie) re: American Freight Leadership Touch-point	0.5
11/25/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), J. Brandt (Wilkie) re: American Freight Leadership Touch-point	0.5
11/25/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), J. Brandt (Wilkie) re: American Freight Leadership Touch-point	0.5
11/25/2024	RA	Prepare American Freight liquidation performance report	1.5
11/25/2024	TG	Review American Freight consignment inventory reconciliation and bill of sale terms	0.2
11/25/2024	TG	Review bill of sale for the sale of American Freight consigned inventory. Provide guidance on next steps	0.4
11/25/2024	TG	Review franchisee support, payment terms and valuation for American Freight consigned inventory. Provide guidance on next steps	0.4
11/25/2024	DK	Teleconference with D. Kelsall, S. Cherian, T. Xu (APS) re: AF GOB process	0.3
11/25/2024	SC	Teleconference with D. Kelsall, S. Cherian, T. Xu (APS) re: AF GOB process	0.3
11/25/2024	TX	Teleconference with D. Kelsall, S. Cherian, T. Xu (APS) re: AF GOB process	0.3
11/26/2024	RA	Meeting with S. Cherian, R. Aurand (APS), A. Kaminsky and others (Franchise Group), D. Keefe and others (Hilco) re: Hilco operational update	0.5
11/26/2024	SC	Meeting with S. Cherian, R. Aurand (APS), A. Kaminsky and others (Franchise Group), D. Keefe and others (Hilco) re: Hilco operational update	0.5
11/26/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), M. Gray and others (American Freight), D. Keefe and others (Hilco) re: Supervision discussion	0.3
11/26/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), M. Gray and others (American Freight), D. Keefe and others (Hilco) re: Supervision discussion	0.3
11/26/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), M. Gray and others (American Freight), D. Keefe and others (Hilco) re: Supervision discussion	0.3
11/26/2024	RA	Prepare American Freight liquidation performance reports	1.8
11/26/2024	TG	Review a reconciliation analysis and support for the American Freight on hand beginning inventory for the closed store GOB. Provide guidance to J. Seghi (Debtor) and Sujay Cherian (APS) on modifications and next steps	0.4
11/26/2024	DK	Review of Hilco progress reports	0.4
11/26/2024	TG	Review the bill of sale for American Freight consigned inventory	0.5



Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: American Freight GOB Process
Code: 20012136PA0002.1.25

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/26/2024	TG	Review the closing adjustments for the sale of American Freight consigned inventory	0.4
11/27/2024	DK	Analysis re: employee strategy	0.4
11/27/2024	SC	Coordination, review and analysis re: AF cash flow forecast versus Hilco Budget	2.1
11/27/2024	SC	Draft emails and reviewing Hilco revised GOB budget; constructing summary analysis re: revised phasing schedules	1.6
11/27/2024	DD	Meeting with S. Cherian, D. Dholakia, R. Aurand, T. Xu (APS) re: American Freight Cash Flow Forecast	0.7
11/27/2024	RA	Meeting with S. Cherian, D. Dholakia, R. Aurand, T. Xu (APS) re: American Freight Cash Flow Forecast	0.7
11/27/2024	SC	Meeting with S. Cherian, D. Dholakia, R. Aurand, T. Xu (APS) re: American Freight Cash Flow Forecast	0.7
11/27/2024	TX	Meeting with S. Cherian, D. Dholakia, R. Aurand, T. Xu (APS) re: American Freight Cash Flow Forecast	0.7
11/27/2024	RA	Meeting with S. Cherian, R. Aurand (APS), J. Seghi (American Freight), D. Keefe and others (Hilco) re: Inventory reconciliation	0.3
11/27/2024	SC	Meeting with S. Cherian, R. Aurand (APS), J. Seghi (American Freight), D. Keefe and others (Hilco) re: Inventory reconciliation	0.3
11/27/2024	SC	Meeting with T. Grossman, S. Cherian (APS) re: Internal Strategy Calls	1.5
11/27/2024	TG	Meeting with T. Grossman, S. Cherian (APS) re: Internal Strategy Calls	1.5
11/27/2024	RA	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), J. Brandt (Wilkie) re: American Freight Leadership Touch-point	0.4
11/27/2024	SC	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), J. Brandt (Wilkie) re: American Freight Leadership Touch-point	0.4
11/27/2024	TG	Meeting with T. Grossman, S. Cherian, R. Aurand (APS), J. Seghi and others (American Freight), J. Brandt (Wilkie) re: American Freight Leadership Touch-point	0.4
11/27/2024	TG	Participate on a call with J. Seghi (Debtor) re: payment of American Freight November stub rent and December full rent	0.3
11/27/2024	TG	Participate on a phone call with J. Seghi (Debtor) re: Adjustments to the American Freight corporate wind down plan	0.3
11/27/2024	TG	Participate on a phone call with M. Lesso (Debtor) re: Go forward store and DC requirements for the American Freight Tucker Property.	0.2
11/27/2024	RA	Prepare liquidation analysis report	3.0
11/27/2024	TG	Review American Freight corporate wind down plan and provide support for required modifications based on a WARN act analysis from M. Davis (WFG)	0.4
11/29/2024	SC	Coordination and review of GOB internal reporting and ABL analysis	1.7
11/29/2024	SC	Meeting with T. Grossman, S. Cherian (APS), K. Patel and Others (Ducera), I. Fredericks (Hilco) re: Wholesale Sales Discussion	0.3
11/29/2024	TG	Meeting with T. Grossman, S. Cherian (APS), K. Patel and Others (Ducera), I. Fredericks (Hilco) re: Wholesale Sales Discussion	0.3
Total Professional Hours			207.9



Franchise Group, Inc.
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Re: American Freight GOB Process
Code: 20012136PA0002.1.25

PROFESSIONAL	RATE	HOURS	FEES
Dan Kelsall	\$1,200	2.7	3,240.00
Swapna Deshpande	\$1,200	3.9	4,680.00
Terrence Grossman	\$1,200	61.8	74,160.00
Jeremy Dioso	\$895	0.6	537.00
Sujay Cherian	\$895	96.5	86,367.50
Tianyang Xu	\$880	2.3	2,024.00
Darshan Dholakia	\$810	2.0	1,620.00
Ryan Aurand	\$750	38.1	28,575.00
Total Professional Hours and Fees	<u>207.9</u>		<u>\$ 201,203.50</u>

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Accounting Advisory
Code: 20012136PA0002.1.26

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/04/2024	SD	Discuss re: bankruptcy accounting and reporting inquiries from company controller teams with S. Deshpande, J. Horgan (APS)	0.2
11/04/2024	JH	Discuss re: bankruptcy accounting and reporting inquiries from company controller teams with S. Deshpande, J. Horgan (APS)	0.2
11/05/2024	JH	Prepare update to T. Grossman (APS) re: bankruptcy accounting meetings with company personnel	0.2
11/11/2024	DL	Call with E. Seeton, K. Scholes, J. Arsenault (all FRG), J. Horgan and D. Lorenzo (both APS) re: bankruptcy accounting	0.6
11/11/2024	JH	Call with E. Seeton, K. Scholes, J. Arsenault (all FRG), J. Horgan and D. Lorenzo (both APS) re: bankruptcy accounting	0.6
11/11/2024	JH	Meeting with J. Horgan, J. Dioso (APS), C. Matuska, J. Seghi, and A. Kornicki (American Freight) to discuss accounting topics	0.5
11/11/2024	JD	Meeting with J. Horgan, J. Dioso (APS), C. Matuska, J. Seghi, and A. Kornicki (American Freight) to discuss accounting topics	0.5
11/11/2024	JH	Prepare list of discussion topics on GAAP bankruptcy accounting adoption for meeting with FRG accounting team	0.5
11/11/2024	JH	Prepare responses to American Freight accounting team questions on GAAP bankruptcy accounting adoption for balance sheets and income statements	0.9
11/13/2024	DL	Call with E. Seeton, K. Scholes, J. Arsenault (all FRG), J. Horgan and D. Lorenzo (both APS) re: bankruptcy accounting	0.6
11/13/2024	JH	Call with E. Seeton, K. Scholes, J. Arsenault (all FRG), J. Horgan and D. Lorenzo (both APS) re: bankruptcy accounting	0.6
11/14/2024	DL	Call with E. Seeton, K. Scholes, and A. Ficken (all FRG) re: liabilities subject to compromise and reporting	1.0
11/22/2024	JH	Meet with C. Matuska, others (FRG) request on ASC 842 store lease accounting guidance for monthly operating reports	0.5
11/22/2024	JH	Prepare responses to C. Matuska (FRG) request on ASC 842 store lease accounting guidance for monthly operating reports	1.0
11/25/2024	DL	Email correspondence with K. Scholes (FRG) re: LSTC	0.2
11/26/2024	DL	Participate in AF SOFA SOAL kick off call with C. Matuska, A. Socie and others (all AF), D. Lorenzo, J. Dioso and M. Konop (all APS)	0.5
11/26/2024	JH	Participate in AF SOFA SOAL kick off call with C. Matuska, A. Socie and others (all AF), D. Lorenzo, J. Dioso and M. Konop (all APS)	0.5
Total Professional Hours			9.1

APServices

Franchise Group, Inc.
 109 Innovation Court, Suite J
 Delaware, OH 43015

Re: Accounting Advisory
 Code: 20012136PA0002.1.26

PROFESSIONAL	RATE	HOURS	FEES
James Horgan	\$1,200	5.5	6,600.00
Swapna Deshpande	\$1,200	0.2	240.00
Denise Lorenzo	\$1,125	2.9	3,262.50
Jeremy Dioso	\$895	0.5	447.50
Total Professional Hours and Fees		<u>9.1</u>	<u>\$ 10,550.00</u>

APServices

Franchise Group, Inc.
109 Innovation Court, Suite J
Delaware, OH 43015

Re: Travel Time
Code: 20012136PA0002.1.31

DATE	PROFESSIONAL	DESCRIPTION OF SERVICES	HOURS
11/06/2024	JS	Travel to Delaware for court hearing	1.5
Total Professional Hours			1.5

APServices

Franchise Group, Inc.
 109 Innovation Court, Suite J
 Delaware, OH 43015

Re: Travel Time
 Code: 20012136PA0002.1.31

PROFESSIONAL	RATE	HOURS	FEES
James Shen	\$880	1.5	1,320.00
Total Professional Hours and Fees		1.5	\$ 1,320.00
Less 50% Travel			(660.00)
Total Professional Fees			\$ 660.00